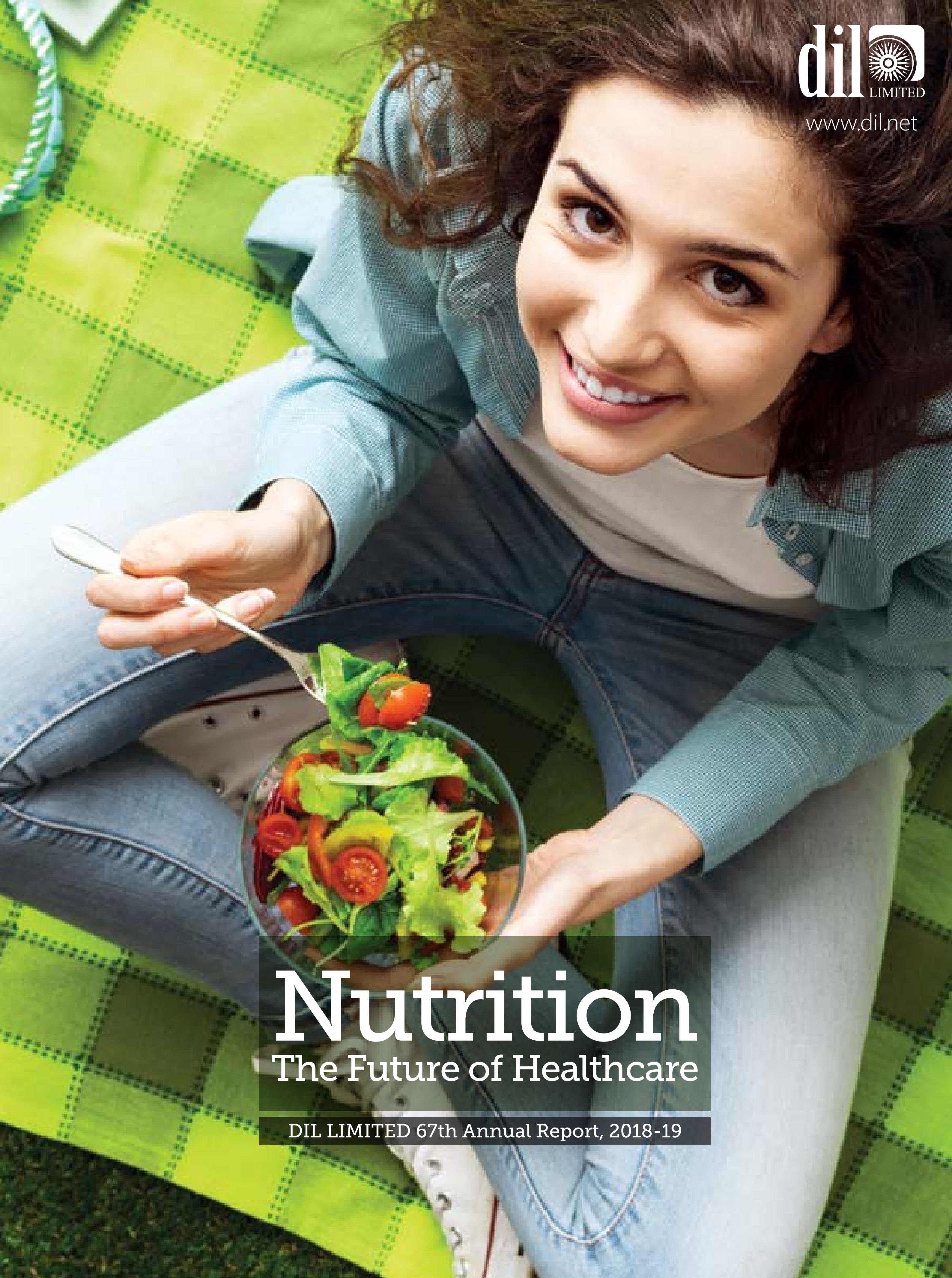


www.dil.net

Nutrition
The Future of Healthcare

DIL LIMITED 67th Annual Report, 2018-19

"The doctor of the future will give no medication, but will interest his patients in the care of the human frame, diet and in the cause and prevention of disease."
- Thomas Edison

About this report

This is the annual report of DIL Limited ('DIL'/the 'Company') for the financial year 2018-19 (FY2018-19). A substantial portion of the Company's consolidated revenues and profits are derived from its subsidiary Fermenta Biotech Ltd. (Fermenta). Even though the annual report is that of DIL, it has focused on the performance and prospects of Fermenta for enhanced transparency and better understanding.

Contents

Dietary supplements. They provide nutrients extracted from natural or synthetic sources to boost immunity.

A preventive step against ailments is now being preferred over a reactive approach

Micronutrient-fortified foods can address specific health challenges.

There is a greater focus now on building immunity than ever.

Dietary supplements work on root causes, not just symptoms.

There is a greater recognition that we are what we eat.

Taste can transform the customer’s dietary preference.

Fortified foods have negligible harmful side-effects.

Vitamin D. The sunshine vitamin.

The one dietary supplement being increasingly recommended is Vitamin D.

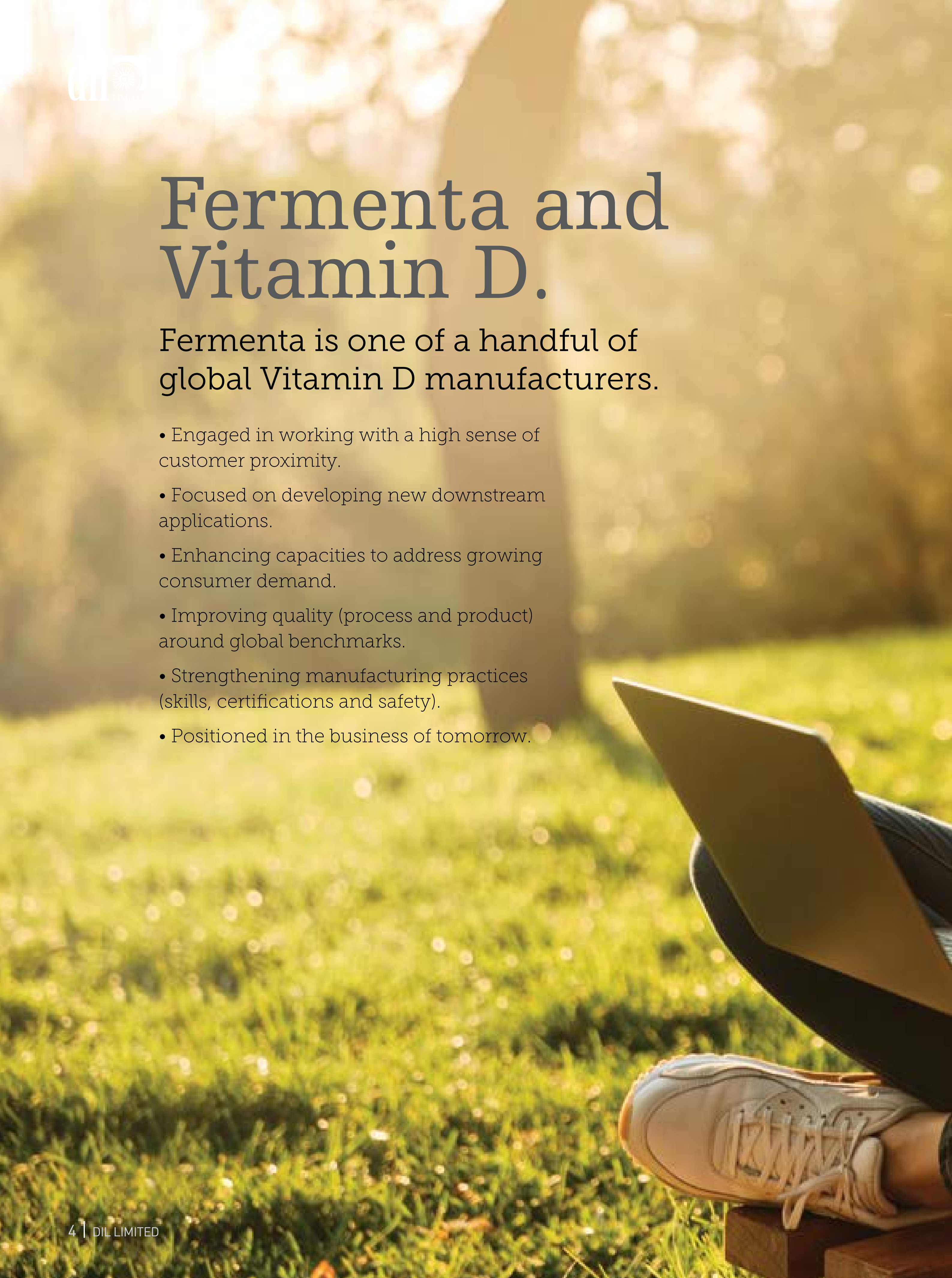
This vitamin was first identified as a vitamin early in the 20th century as one that can protect humans from a variety of health issues.

Positioning it as essential for preventive healthcare and overall well-being.

Fermenta and Vitamin D.

Fermenta is one of a handful of global Vitamin D manufacturers.

- Engaged in working with a high sense of customer proximity.
- Focused on developing new downstream applications.
- Enhancing capacities to address growing consumer demand.
- Improving quality (process and product) around global benchmarks.
- Strengthening manufacturing practices (skills, certifications and safety).
- Positioned in the business of tomorrow.



About DIL Limited.

Established in 1951, DIL Limited (earlier known as Duphar-Interfran Limited) is a publicly-listed company that has developed a unique standing in the businesses of pharmaceuticals, biotechnology, environmental solutions and other segments.

DIL Limited holds a 91.20% equity stake in Fermenta Biotech Limited, incorporated in 1986.

A merger is underway with the objective to strengthen economies-of-scale, efficiency and value-accretion.

By pooling skills, talent and experience, the Company has increased its competitiveness, lowered its expenses, simplified its shareholding structure and reduced its borrowing costs.

DIL's portfolio comprises Vitamin D3, niche Active Pharmaceutical Ingredients (APIs), enzymes and other integrated biotechnology products.

5 things to know about Fermenta Biotech Limited

State-of-the-art technology

Fermenta possesses integrated competencies across engineering, technology and resource management. This helped it carve out a distinctive niche for itself. The Company has invested in a high-tech R&D facility in Thane.

Rich experience

Incorporated in 1986, Fermenta Biotech Limited has established a reputation in the areas of nutraceuticals, pharmaceuticals' enzyme technologies and environmental solutions. Fermenta 'thinks young' and 'moves with the times', effortlessly carrying with it its decades of rich history.

Widespread presence

The Company's quality and service capability is validated by its sales footprint in over 50 countries in addition to being a dependable supplier to more than 300 global customers.

Fully-equipped facilities

The Company has two manufacturing facilities:

- **Kullu, Himachal Pradesh:** Set up in 1987, this cGMP certified plant manufactures Vitamin D3, specialty APIs and Enzymes.

- **Dahej, Gujarat:** Set up in 2011, this manufacturing facility manufactures Vitamin D3.

Diversified range

Fermenta is engaged in the manufacture of Vitamin D3, other specialty APIs, biological enzymes and also offers integrated biotech-based environmental solutions. The Company also produces a range of variants: crystalline, oil, resin in oil, cold water dispersible and feed grade powder, which can be used in applications like pharmaceuticals, dietary and nutritional supplements, feed premixes, as well as food and beverage fortifications. Fermenta is a producer of Penicillin G Amidase, CAL B Lipase and other enzymes for manufacturing beta-lactam antibiotics.

The Company's senior management

Mr. Sanjay Buch
Chairman
(Non-Executive and Independent Director)

He has been involved in a wide spectrum of legal work for the Company over the last two decades. His specialization is in business restructuring and mergers and acquisitions. He also advises several large domestic and international corporations.

Ms. Rajeshwari Datla
Non-Executive Director

She joined the Company in 2005, bringing with her rich experience of working in the pharmaceutical industry.

Mr. Vinayak Hajare
Non-Executive Independent Director

An alumnus of the Jamnalal Bajaj Institute of Management Studies, Mr. Hajare has experience spanning three decades in investment banking and corporate finance.

Mr. Krishna Datla
Managing Director

He has been involved in decision-making and oversees new businesses of the Company. He is also the Promoter Director of Fermenta Biotech Limited. Credited with the integration of businesses across the various Group companies, he has infused a strong sense of global vision of the Company, thereby opening opportunities across international markets.

Awards and recognitions

India Pharma Awards 2018

Fermenta Biotech Ltd. was adjudged the winner in three categories at the India Pharma Awards 2018.

These prestigious awards were presented during the Pharma Week at CPhI India on 12th December 2018 - recognized as South Asia's largest pharmaceutical event, held. These awards recognize global thought leadership, by celebrating eminent innovators and champions from various pharma verticals. The three awards won by Fermenta were:

- Excellence in CSR for companies with turnover less than Rs. 500 Cr.
- Pharma International Excellence
- Excellence in Export Promotion

Hindustan Times Thane Ratna Award 2019

Fermenta was bestowed this award in the category of Healthcare, Pharma and Biotech. This was the first time that Hindustan Times presented these awards to honour organizations across industries.

World HRD Congress 2018

Fermenta bagged three awards at the prestigious World HRD Congress held in February 2019, hosted by The Global Employer Branding Institute. The awards comprised the following:

- Fermenta was one of the winners in the National Best Employer Brands 2018 in the pharmaceutical sector.
- Mr Prashant Nagre CEO, was felicitated with the Business Leader of the Year accolade, for integrating the organization's human capital into its business strategy and effectively combining human resources with the Company's vision.
- Mr. V.K. Raveendranath, the HR head, was nominated as one of the Top 101 HR Minds in India, for his professional achievements as well as for being a thought leader and contributor of value in the field of HR.

Mr. Satish Varma
Non-Executive Director

With an experience spanning more than two decades in operational and legal work, he has led the charge on many important projects.

Dr. Gopakumar Nair
Independent Director

With an experience spanning for more than four decades in areas such as intellectual property rights, mediation and arbitration as well as licensing and technology transfer. Dr. Nair holds a Ph.D. from the National Chemical Laboratory, a Diploma in Management & Patent Law and an LL.B degree.

Mr. Srikant Sharma
Company Secretary and Legal Head

He is a Law graduate, holds a Master's degree in Commerce and is a fellow member of the Institute of Company Secretaries of India. He has been working with the Company as the designated Compliance Officer of the Company since 2004.

Mr. Sumesh Gandhi
Group Chief Financial Officer

He is a qualified Chartered Accountant and has a Master's degree in Finance with an experience spanning over 24 years in business funding, planning & analysis, financial accounting, business restructuring, commercial operations and general management.

Pride of Maharashtra Award 2018

Mr. Prashant Nagre, the CEO, received the prestigious Pride of Maharashtra Award 2018 for the Best CEO of the Year in the category of 'Manufacturing – Pharmaceuticals'.

Abbott Strategic Business Partner Award 2018

Fermenta won the preferred supplier award for the seventh year in a row in December 2018.

- Fermenta featured among the 10 most recommended pharma and life science solution providers in 2019 by *Insight Success* magazine.
- Fermenta received the Great Place to Work® certification for April 2019 to March 2020, a reflection of the inclusive engagement and trust that is ingrained in Fermenta's ethos and culture.

Fermenta's journey

1986
• Established Fermenta Biotech Limited with a manufacturing facility at Kullu

1988
• Launched improved and polymer based PGA enzyme catalyst

2004
• Commenced manufacture of Cholecalciferol (Vitamin D3) and Phenyramidol Hydrochloride

2009
• Launched novel penicillin G acylase for ß-lactam antibiotic synthesis

• Started exporting Vitamin D3

2011
• Completed construction of the Dahej facility for manufacturing Vitamin D3

2017
• Received CEP from EDQM for Dahej facility for Vitamin D

• Received FSSC 22000 and BRC Food Safety Approvals for both plants for Vitamin D

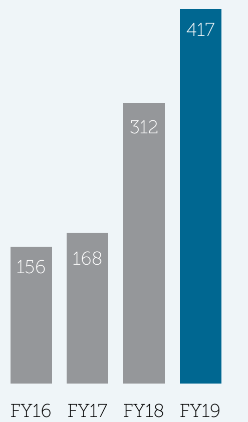
2018
• Received the Board's approval for the amalgamation of Fermenta with its holding company, DIL Limited;

2019
• Executed a 99-year lease agreement for the acquisition of land aggregating about 40,000 sq meter from the Gujarat Industrial Development Corporation (GIDC) authority in Ankleshwar, Sayakha, for expansion and new projects

This is how we have grown in the last few years

Financial

Revenues (Rs. crore)

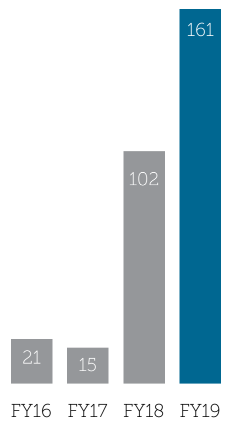


Definition
Sales growth without deducting excise duties.

Why we measure
This measure reflects the result of our capacity to understand market trends and service customers with relevant products, superior technologies and a competent supply chain.

Performance
Our aggregate sales increased 34% to Rs. 417 cr in FY 19.

Operating profit (Rs. crore)

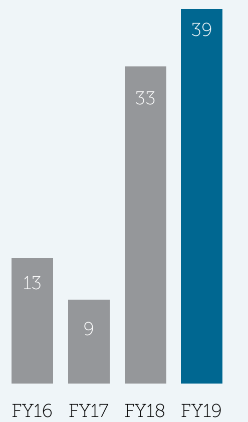


Definition
What the Company earned before the deduction of interest, depreciation, extraordinary items and tax.

Why we measure
This measure is an index of the Company's operating profitability (as distinct from financial), which can be easily compared with the retrospective average and the performance of sectoral peers.

Performance
The Companyreported a 58% increase in its operating profit in FY 19, which was the sharpest increase in two consecutive years. This was the result of timely capacity investments, cost reduction and growing customer wallet share.

Operating margin (in %)

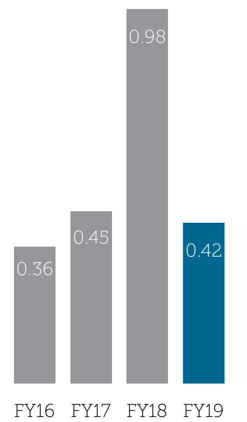


Definition
The movement in percentage points in operating profit before interest, depreciation, exceptional items and tax when divided by the Company's revenues.

Why we measure
This movement essentially indicates whether the business is becoming more efficient or not. Fermenta exhibited a consistent increase in operating margins, which was higher than the sectoral average.

Performance
The Companyreported a 600 bps increase in operating margin in FY 19 due to economies of scale and better absorption of fixed cost.

Net debt equity ratio

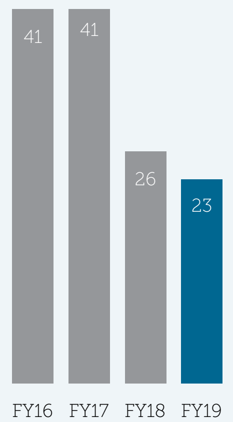


Definition
This is derived through the ratio of debt to net worth (less revaluation reserves).

Why we measure
This is one of the defining measures of a company's financial health, indicating the ability of the Company to remunerate shareholders over debt providers (the lower the gearing the better). In turn, it indicates the ability of the Company to sustain growth in profits, margins and shareholder value.

Performance
The Company's gearing moderated from 0.98 in FY18 to 0.42 in FY19. We recommend that this ratio be read in conjunction with net debt (after considering the cash and bank reserves).

Raw material costs (as a % of total revenues)

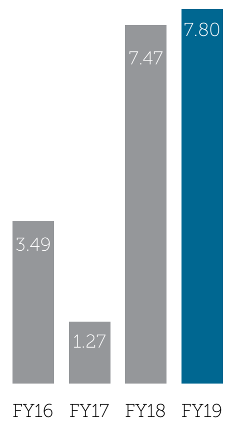


Definition
This is derived through the computation of raw material cost as a percentage of overall revenues.

Why we measure
Raw material costs represent the highest cost component in the business. Any moderation in raw material costs can enhance profitability and competitiveness.

Performance
The Company's raw material cost has declined from a peak of 41% in FY16 to 23% in FY19 through better price realization.

Interest cover (times)

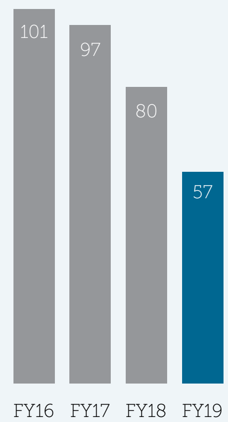


Definition
This is derived through the division of EBIDTA by interest outflow.

Why we measure
Interest cover indicates the Company's comfort in servicing interest, the higher the measure, the better.

Performance
The Companystrengthened its interest cover from 3.49 in 2015-16 to 7.80 in 2018-19.

Sundry debtors (days)



Definition
This is derived by the division of the quantum of debtors by turnover, multiplied by 365.

Why we measure
Sundry debtors (in days) provide a clear perspective on the speed with which revenues are coming into the company. The fewer the number of days the better.

Performance
The Company's sundry debtors cycle declined from 101 days of turnover equivalent in 2015-16 to 57 days in 2018-19 on account of focused collection.

Chairman's overview

Sanjay Buch
Chairman, DIL Limited

"Our Company is committed to extending the frontier of customer service, and in doing so, enhance value for all stakeholders in a responsible, profitable and sustainable way."

At DIL Limited, our operating philosophy has been to extend beyond self to society.

We believed that when a company provides a learning space for employees, it manufactures a product that meets a relatively unmet need of patients, it provides shareholders with attractive returns that exceed what their invested capital would have generated from alternative investments, when it services society as a whole through timely payment of taxes or higher employment, and when it invests in direct engagements that address the needs of the marginalized, the result is business sustainability.

This sustainability is reflected in our long-term performance. The Companyenhanced revenues from Rs. 98 cr in 2010-11 to Rs. 417 cr in 2018-19; profit after tax strengthened from Rs. 28 cr to Rs. 118 cr during this period.

Over the last couple of years, the Company has reinforced its sustainability through a proposal to amalgamate Fermenta Biotech into DIL Limited to make it possible to aggregate the strengths, assets and earnings of the two companies with the objective of creating a consolidated corporation with an attractive future

Investing in our business

At DIL Limited, we intend to enhance our effectiveness through a progressive investment in capacities and capabilities . We believe that an enhanced scale will increase related economies, making it possible to service customers more effeciently and enhance our global brand as that of a company with good reputation and standing.

In addition to investing in scale, the Company widened its product basket to address existing and emerging customer needs. The idea was to allow DIL Limited, through its subsidiary Fermenta, address diverse applications through its principal product, thereby mitigating our business risks and strengthening viability across markets cycles.

Brand for dependability

The result of our commitment was that DIL Limited is respected as not just a provider of dependable products manufactured in a safe and globally accredited way but also as a strategic partner that takes the business of its customers ahead.

This is our brand, this is the image that we evoke and this is the recall that we expect to sustain and build upon for years to come.

Sanjay Buch
Chairman, DIL Limited

Rs. 575 cr

Market Capitalization (approx.)

Krishna Datla,
Managing Director

How we performed in 2018-19

Q: Was the management pleased with the performance of the Company during the year under review?

A:The management was pleased with the performance of 2018-19. Revenues increased 34% while profit after tax strengthened 115%. This represented profitable growth, indicating a favourable sectoral environment and the Company's preparedness to capitalize.

Q: You mentioned 'the Company's preparedness to capitalise'. Can you elaborate?

A:In the dynamic space of healthcare, the challenge lies in timing investments with the right market cycle.

In early 2017, the Company had invested in Vitamin D (human and nutrition) capacity. The investment enhanced the Company's Vitamin D capacity by 25%. Therefore, when the market for Vitamin D3 animal feed revived from the third quarter of 2017-18, Fermenta possessed the right capacity for the right market environment. This rebound was the result of China's Blue Skies Policy that resulted in a number of their manufacturing facilities shutting down or relocating. Fermenta was able to provide a larger output for a wider market. The result was a sharp increase in the animal nutrition product mix: from around 15% of the overall revenues to around 50% in 2018-19 with a near four-fold increase in average realisations per tonne. On the other hand, human nutrition realisations in India strengthened 17% in 2017-18 and 7% in early 2018-19 (the full impact visible through the year under review).

Q: What was the other development at Fermenta that helped strengthen the business during the year under review?

A:The promoters at Fermenta selected to buy out 21 % of the equity of their company from a private equity shareholder. We believe that this will prove business-strengthening for some good reasons: it will lead to a complete alignment of promoter and shareholder interests making it possible to accelerate decision making on the one hand and making timely business investments on the other.

Q: The big question that shareholder will want to ask: How is the Company likely to allocate its substantial profits of 2018-19?

A:The principal message that needs to be communicated is that the management will utilize the proceeds to fund its existing business without any deviation or distraction. We believe that every rupee reinvested in the business will generate a long-term return over alternative investment options.

The principal business-strengthening initiative by the Company is a sustained increase in its manufacturing capacity. The Companyinvested Rs. 12 cr in this direction in 2018-19 and it intends to invest Rs. 65 cr on this count in 2019-20. These investments will be allocated towards a capacity expansion at our Dahej facility, at the multi synthesis plant in Dahej and in routine ongoing capital expenditure. We believe that these investments will create the foundation for the Company's next round of growth, validating our commitment to business sustainability.

Q: Shareholders will also want to know about the future of the parent DIL's various business investments.

A: The DIL management took a conscious call: to exit a business that did not have any synergy with the business of Fermenta. It exited the entertainment and wellness business by writing down accumulated losses. However, the management selected to retain its renting business and the related vacant land as it believes that the rent will generate an attractive annuity income. The land assets could be monetized at a later date, resulting in access to large cash flows. As a measure of assurance, the monetization of these land assets can be potentially driven by cash-light and liability-light business alliances that do not strain the Company's Balance Sheet in any way.

Q: What is the basis of the Company's optimism?

A:The optimism derives from a simple and fundamental understanding: the market of Vitamin D3 is growing in scale and scope as new downstream applications are being continuously developing. On the other hand, the number of players is not increasing beyond a handful as the industry is protected by a high technology entry barrier and a tightly-regulated market.

Given this reality, Fermenta has chalked out a distinct strategy: grow its share of the global animal feed market by capturing a large proportion of the market expansion. Besides, the Company will continue to plug niche market gaps with relevant products. The Company will continue to address the growing needs of customers by addressing a larger share of their wallet. By investing deeper in awareness-enhancing initiatives, the Company will continue to enlarge the market. We believe that the sum total of these initiatives will translate into enhanced share, revenues and surpluses in the foreseeable future.

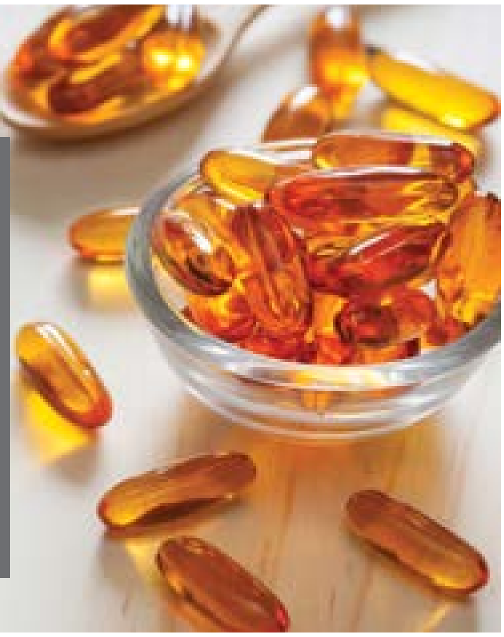
Q: How is this strategy expected to translate into projected financials?

A:We believe that this strategy is in line with the Company's desired five-year 15-18% CAGR growth aspiration. We also believe that the surplus increase would be sharper in line with our desire for profitable growth.

We believe that in 2018-19, a broader manufacturing pyramid will translate into business stability. We expect to stabilize our technology resulting in a shorter learning curve. The introduction of ESOPs in Fermenta , launched in 2018-19, should attract professionals and strengthen our competitiveness. Given the attractive gearing, we expect to invest through moderate debt accretion, helping enhance shareholder value.

Q: How is the Company positioning itself for the markets of the future?

A:The Company is a dependable supplier and a holistic neutraceutical ingredient supplier engaged in the development, manufacture and commercialisation of micro nutrients for humans and animals with a superior price-value proposition.



The market of Vitamin D3 is growing in scale and scope as new downstream applications are being continuously developed.

The power of

- Need for larger economies of scale
- Dynamic pricing structure
- Deeper regulatory compliances in place
- More global variables influencing the sector
- Consumption markets getting larger
- Greater role of trust in consumer engagement

- High return on gross block
- Strengthening debt-equity ratio
- Liquid cash on the Balance Sheet
- Improved credit rating
- High RoCE business
- Revenues increased 24% CAGR over five years
- PAT increased 160% CAGR over five years
- Significant increase in the number of customers serviced

Sustained focus on core competencies.

Endured a number of market cycles

Extension into adjacent product segments

Increased global competitiveness

Demonstrated improvement in operating efficiencies

Deep manufacturing capabilities

Multi-decade understanding of technologies

Focused on niche products diverse applications

Positioned as a global player

Investment in world-class infrastructure

Ensuring product availability

Increased market respect, visibility and share

Wide global marketing presence in more than 50 countries.

High asset utilization

Investment in distribution networks across the globe.

Sustaining and growing customer relationships and proximity

How we built our business over the years

Culture

• Invested in transforming organizational principles to meet global standards
• Graduated to a global mindset
• Invested in a culture of comprehensive excellence
• Invested in human capital and building organizational culture to sustain growth.

Capabilities

• Invested in quality (product and process) and added global regulatory accreditations
• Benchmarked operations with the best global standards
• Invested in recruitment, training and retention of skilled human capital.
• Created capability platforms for sustainable growth

Work force bandwidth

• Invested in managerial bandwidth before the growth curve
• Strong leadership succession plans
• Invested in employee specialization in niche areas.
• Deepened training of employees and marketing partners.

Capacities

• Operationalized the first phase of Kullu expansion
• Prepared the Company to become a global front runner.
• Invested in world-class infrastructure and processes
• Commissioned greenfield Dahej capacity in 2011

Customer proximity

• Positioned as a reliable supplier across the world
• Widened and deepened the product mix
•Prioritised meeting quality and quantity needs of customers
• Achieved on-time and in-full order fulfilment

Application wise product mix

• Widened the product mix by developing value-added formats
• Introduced Vitamin D with animal feed application
• Addressed widening customer needs for various applications such as pharmaceuticals, food, dietary and nutritional supplements, animal nutrition, feed and rodenticides.
• Positioned the Company as a one-stop destination for Vitamin D

Marketing

• Enhanced visibility in international forums
• Focused on building presence in highly regulated markets
• Received accreditations for all Vitamin D3 products in both manufacturing facilities.
• Invested in creating an application based global distribution network

Research

• Invested consistently in research and development projects
• Created a world-class research centre
• Research directed at quality improvement / cost minimization

Safety

• Made investments in environment, health and safety, central to strategy
• Invested in process and individual safety
• Invested in continuous training and novel modes in safety training
• Enhanced safety procedures in line with the best global standards.

Information technology

• Invested in a SAP-based ERP system to ensure operational excellence
• No downtime during installation of new system
• Made informed decisions core to operations
• Created a backbone for sustainable growth

How Fermenta helped a major multinational company to launch a winning product

A global corporate focused on the development of a rodenticide using Vitamin D3. It worked extensively with Fermenta to develop the right Vitamin D3 product that would enhance end product effectiveness.

The result of this painstaking product co-development and corresponding documentation support was a fresh impact: the rodenticide did not affect crop quality or soil purity.

When launched, the product proved to be a success. Enjoying a wide urban application, the product can singularly transform global realities for Vitamin D3 supply.

Securing Fermenta's interests as a dependable multi-year back-end raw material supplier.

How we transformed with speed to build a robust business model

DIL acquired private equity shareholding in Fermenta

Nearly 21.05% of Fermenta's equity was held by private equity players	In 2017-18, DIL acquired these shares in Fermenta	DIL ownership in Fermenta's increased from 70.15% % to 91.20%	This consolidation has strengthened the Company's responsiveness

Digitization initiatives – 'intelligent system'

The Company needed to invest in globally accepted systems.	Introduced SAP S4 Hana enabled ERP systems for operational excellence.	CRM tool Salesforce.com enhanced digitalization of business development efforts.	SAP Success Factor – a global benchmark in goal setting and performance management-enhanced information and data access

Increased animal feed market share

The Company needed a strong presence in the global feed market.	Capacity, quality and marketing were strengthened	Global market share (animal feed) increased.	This increase de-risked the Company's dependence on a single application

Presence in niche segments

The Company needed to beat the commodity trap. The Company extended its exposure to niche animal feed segments	This enhanced realisations and margins	Presence across a variety of market segments accounts for growing revenues

Increased research spending

The Company needed to enhance its research focus a few years ago	Space allocation doubled; recruitments and investments increased	The Company posted appreciable cost and quality efficiencies	The Company is among the most competitive global Vitamin D manufacturers

Merger of DIL and Fermenta

DIL and Fermenta were separate corporate entities	A proposed merger will reduce costs and enhance synergy	The merged entity will get access to the assets and cash of DIL and Fermenta	This consolidation will enhance shareholder value

Improved credit rating

The Company needed to strengthen its credit-rating	The Company enhanced capacity, revenues and profit	The Company protected receivables	Credit rating strengthened from BBB to A- (long-term debt)

Analysis

How we are building a future-facing company

At Fermenta, we are focused on building a company that enhances value for all stakeholders, strengthening our eco-system to address the needs of today and tomorrow.

Goal: We believe that if our corporate strategies and investments deliver 15-18% growth in revenues compounded across the future, this should translate into profitable growth that enhances value for our stakeholders.

Strategy: At Fermenta, we expect to enhance value through a growing presence in the manufacture of products addressing the preventive healthcare sector.

We expect to reinforce our presence in this space by enhancing global nutritional affordability. The most effective way of doing so will lie in positioning Fermenta as a one stop destination for nutraceutical ingredients. This competence will be derived from our ability to deepen our expertise in existing areas as well as timely extension to adjacent value-added segments.

Pioneer: At Fermenta, we are convinced that functionally servicing the growing needs of the market will need to be complemented by statesman like vision: the role of a pioneering, manufacturer and marketing company focused on widening the market complemented by the capability of carving out a significant share of market growth.

Affordability: At Fermenta, we understand the priority of enhancing downstream nutraceutical affordability. We believe that this affordability can become a reality only if resource providers to the downstream nutraceutical sector provide products around a superior competitive value: moderating the cost of manufacture through a combination of scale economies and process innovation, empowering our customers to widen their markets. We believe we are in business with this larger goal in mind and competently placed to make this happen.

Strategy: At Fermenta, we have deepened our customer relevance: we customise our products and grades in line with the business needs of our customers; we invest in manufacturing infrastructure of an unquestionable global standard; our infrastructure is benchmarked in line with the evolving compliances and designed to exceed prevailing regulatory standards; our objective is to build a global manufacturing hub for nutraceutical ingredients in India.

Location: Over the last few decades, we invested in two Indian manufacturing locations, leveraging the rich complement of a high technology understanding and low manufacturing costs. Over the foreseeable future, our objective will be to explore the possibility of extending our manufacture to a global location (with corresponding technology transfer from our Indian facilities) that could enhance our locational proximity to global customers, accelerate our delivery turnaround and strengthen our positioning as a responsible global company.

Investments: At Fermenta, we consistently invested in cutting-edge technologies irrespective of the Company's size. These investments helped us generate superior production efficiencies, shrink our learning curve, achieve a high asset utilization, enhance product quality, strengthen process stability and safety – all shrinking the payback of our investments, generating a surplus large enough for reinvestment and accelerating our momentum.

Scale: At Fermenta, we selected to invest aggressively in scale during the last decade – supplementing our capacity at Kullu with additional capacity at Dahej (effective October 2019) and at Sayakha (effective December 2020), completely transforming the base of our manufacturing pyramid. The result is enhanced product availability; a supply pipeline dovetailed with the downstream growth plans of our customers, superior economies of scale and enhanced competitiveness

The context of our sector is positive and growing

Status

Vitamin D is a mature product that has been around for decades but is still considered a sunrise sector on account of the various emerging applications.

Nascent

The concept of food fortification with vitamins is a prevalent concept in many parts of the world but still nascent in India and other developing nations.

Evolution

The world is gradually recognizing the power of preventive medicine over the reactive one, partly influenced by the high cost of medical treatment

Reality

1 billion people worldwide are deficient in Vitamin D on account of limited sunlight exposure and modern lifestyles. 50% of Indian women suffer from anemia.

Lifestyle

Most of the challenges being addressed by Vitamin D can be derived from lifestyle changes that presently appear irreversible.

How we progressively widened the moat in our

Merger: Fermenta proposed to merge with the Company to strengthen economies of scale, efficiency, value and financial strength.

Multi-decade presence: DIL through Fermenta has been exposed to Vitamin D manufacture over the decades, resulting in rich sectoral presence and experience

Management: The Company is professionally managed even as it is promoter-owned, which is an effective balance.

Cash flows: DIL enjoys access to Fermenta's cash flow, while Fermenta enjoys access to DIL's annuity income and assets (monetizable).

Competitive: Fermenta is among the most competitive Vitamin D manufacturers in the world with the ability to ride through market cycles.

Leverage: The Company is attractively under-borrowed with a debt-equity ratio of around 1.0 that could decline as earnings strengthen.

Competence: The Company has demonstrated its competence in addressing complex chemistries.

Global presence: The Company's business addresses a large number of customers across seversl countries, which is an effective de-risking strategy.

Growth

There has been a substantial increase in Vitamin D3 applications in nutrition to address diverse needs

Research

Modern-day research indicates that a stronger connection between a number of ailments (beyond bone health towards trending towards gynecology, pediatricians, cardiology, COPD, tuberculosis and diabetes) and Vitamin D deficiency.

Prescribed

In India, dietary and nutritional supplements still need to be prescribed by doctors whereas they are frequently bought over the counter in developed countries.

Cost

The business of Vitamin D manufacture is marked by a high time and cost associated with switching vendors, moving the sector away from price-based decisions to a price-value proposition.

Entry/ exits

The business is marked by stability – negligible industry entries on the one hand and few exits.

business

Various applications: The Company has de-risked through its presence in diverse application segments (human and animal nutrition, pharmaceuticals and rodenticides)

Benchmarked: The Company invested in world-class infrastructure and compliances with the objective of addressing demanding global regulatory standards

Distribution: The Company invested in an extensive global distribution network to meet demand all over the world.

Sustainability: The Company's revenues have been driven by repeat engagements with customers, reflected in increased wallet share.

Rating: The Company's credit rating strengthened from BBB to A- (for long-term debt), moderating debt costs and enhancing corporate respect.

Liquid: The Company's profitability has been marked by high liquidity (only 45% of its working capital sanction was consumed as on 31 March 2019)

Liquid assets: The Company had Rs. 90 cr cash on the books as on 31 March 2019

Our strategy to enhance long-term shareholder value

Strategic focus	Innovate and excel	Cost leadership	Supplier of choice	Robust people practices	Responsible corporate citizenship	Value-creation
Key enablers	We are nurturing a culture of process innovation and product excellence, reflected in the widening of our product basket, launch of customized products and the efficacy of our products in the customer's end product.	We are focused on operational excellence leading to cost leadership. We invested in cutting-edge technologies, research and extensive training. This has helped us emerge as one of the competitive Vitamin D players in the world.	We reinforced our customer relationships through adequate capacity, timely product delivery and high product quality. A good percentage of our 2018-19 revenues were derived from customers of five years or more.	We are an employer of more than 421 (Permanent payroll head count) people (full time and contractual). Our people engagement has been marked by delegation, empowerment, responsibility and accountability. The result: our workplace is marked by training, engagement, appraisal transparency, reward, ESOP ownership and outperformance.	We are a responsible corporate citizen engaged in community development. We invested Rs. 87.55 lakhs in CSR activities in 2018-19.	We enhance value through the manufacture of a quality-intensive product (Vitamin D mainly), addressing the critical needs of animal feed and human feed companies (even as the Company is engaged in the manufacture of Phenamyridol and the biotechnology business as well).
Material issues / addressed	Superior use of cutting-edge technology leading to product differentiation.	Creating the basis of long-term viability through an any-market cost competitiveness.	Enhancing revenue visibility through multi-year customer agreements; focusing on a sell-and-make approach.	Creating a professional culture and seeking overarching excellence in everything the Company does.	Community engagement, widening prosperity.	Addressing the customer's needs for a customized quality product.
Capitals impacted	Manufactured, intellectual and financial.	Financial, intellectual, natural, social and relationship.	Intellectual, manufactured, social and relationship.	Intellectual and human.	Social and relationship and natural.	Intellectual, manufactured, social and relationship.

How we have enhanced value over the years

Our resources

Financial capital
The financial resources that we seek are based on funds we mobilise from investors, promoters, banks and financial institutions in the form of debt, net worth or accruals.

Manufactured capital
Our manufacturing assets, technologies and equipment for production constitute our manufactured capital. The logistics for the transfer of raw materials and finished products are integral to our manufacturing competence.

Human capital
Our management, employees and contract workers form a part of our workforce. Their experience and competence enhance our value. We believe that our success can be attributed to all the individuals who are a part of the family.

Intellectual capital
Our focus on cost optimisation and operational excellence, as well as our repository of proprietary knowledge account for our intellectual resources.

Natural capital
We depend on raw materials sourced from nature including polymers (derived from crude oil) and metals indicating a moderate impact on the natural environment.

Social and relationship capital
We focus on the Triple Bottomline, by making people, planet and profit, all a part of our growth story. Our relationships with communities and partners (vendors, suppliers and customers) influence us as a responsible corporate citizen.

Value created

Financial capital
Turnover Rs. 417 cr
Earnings per share Rs. 120.31
ROCE 47%

Human capital
Direct and indirect employees
Number of employees 672
Total remuneration, 2018-19 Rs. 48 cr

Intellectual capital
Average experience in senior management 23 years
Status of company in India's organized Vitamin D sector

Social and relationship capital
Number of customers >300
Number of vendors >175

Value shared with

Investors: The Company enriched investors through dividends and capital appreciation

Suppliers: The Company consistently sourced materials from its empanelled suppliers

Employees: The Company provided remuneration worth Rs. 48 cr and provided stable employment

Customers: The Company provided application based customers, generating Rs. 401.30 cr in revenues from customers

Government and regulations: The Company paid Rs. 40 cr to the exchequer; the employment catalyzed the local community through downstream economic benefits

Distributors and suppliers: The Company enhanced value for distributors and retailers through sustained resource offtake.

Why Vitamin D has a growing potential

The benefits of Vitamin D have been recognized for more than a century.

This recognition has been based around the conviction that adequate Vitamin D in the human body serves as a protection against a number of ailments and diseases.

Vitamin D is a fat-soluble vitamin essential for maintaining general health and wellbeing. It can be synthesized in the skin upon exposure to ultraviolet-B (UVB) radiation from sunlight.

When exposure to UVB radiation is insufficient, increased Vitamin D dietary intake becomes essential. Vitamin D supports the function of the immune system and contributes to bone and teeth health, muscle strength and helps reduce the risk of fracture.

This recognition is based on a range of health benefits linked to the adequate consumption of Vitamin D and its critical role in sustaining health.

Vitamin D and its derivatives have a wide range of clinical applications: prophylaxis and treatment of osteoporosis, prevention of rickets and osteomalacia. The other therapeutic applications currently being investigated for Vitamin D include cardiovascular disease, diabetes, cancer, infections, multiple sclerosis, psoriasis and respiratory health and other conditions. The result is that Vitamin D is emerging as one of the most critical players in the area of nutrition.

The most important source of Vitamin D is Vitamin D3 (cholecalciferol) produced in the skin through exposure to solar ultraviolet-B (UVB) radiation. Interestingly, dietary sources contribute only a small amount in developing countries like India, marked by a low fortification of foods. The irony is that despite abundant sunlight, a large section of the Indian population (80-90%) suffers from a low level of Vitamin D.

What provides players with considerable optimism is the extent of under-penetration, coupled with a growing recognition of the role of Vitamin D, indicating an inflection point for the sector.

2.5
Estimated size of the global Vitamin D market, (USD, bn) 2020

132.8
The global dietary supplement market (USD, bn), 2016

220.3
Estimated global dietary supplement market (USD, bn), 2022

12.4%
Projected global vitamin D supplements market growth, 2018-2023

Source: Economic Times, Business Standard, Global Newswire

The world of Vitamin D

Deficiency causes

- Lower dietary consumption of the vitamin over time
- Lower exposure to sunlight
- As people age, their kidneys' ability to convert Vitamin D to its active form decreases
- The digestive tract cannot adequately absorb Vitamin D in certain health conditions

Possible deficiency impact

- Impaired Bone health
- Increased risk of cardiovascular disease
- Cognitive impairment in older adults
- Severe asthma in children
- Cancer
- Common cold and flu.
- Fatigue
- Depression & mood disorders
- Impaired wound healing
- Hair loss
- Muscle pain and weakness.

Fortified products

- Breakfast cereals
- Milk
- Orange juice
- Drops for babies
- Vegetable oils
- Nutritional bars
- Biscuits
- Bread
- Yogurt
- Beverages
- Energy drinks

Health benefits

- Helps protect the heart by maintaining healthy blood flow, cholesterol and blood pressure.
- Helps in healthy eyesight
- Helps maintain a healthy gut and microbiome
- Helps support cognitive health, focus and relaxation
- Strengthens bones, maintains joint flexibility and muscle strength
- Strengthens the immune system (resists infections, neutralizes infectious agents and foreign substances).
- Reduces the risk of falling among the elderly (postural instability and muscle weakness)
- Essential for the absorption and regulation of calcium and phosphorous
- Catalyses mineralization of bones and teeth.

Market size of vitamins and CAGR

	MAT value July 2014 (in Rs. billion)	MAT value July 2018 (in Rs. billion)	5-year CAGR (%)
Vitamin D3 market size	2.98	5.38	15.90
Overall market for vitamins	39.28	58.08	8.14

Market shares in vitamin segment (%)

Vitamin sub-segment	Market share
Multivitamins + minerals	22.28
Vitamin D3	9.27
Plain vitamin B complex	5.45

Source: Ernst & Young LLP and Confederation of Indian Industry

Vitamin D: A prescription for sunlight

There is a growing recognition that healthcare represents the foundation of a prosperous country.

Annual Gross Domestic Product losses arising out of low weight, poor child growth and micro nutrient deficiencies averaged 11% in Asia and Africa. (Source: Global Nutrition Report 2016).

The irony is that even as undernourishment in, say, a country like India has been decreasing (17% in 2008 to 15% in 2016), malnutrition and dietary risks associated with diseases remain prevalent on account of rapid urbanization, changing lifestyles and low nutritional awareness.

The evidence is in the numbers: globally, two billion people suffer from malnutrition in one form or the other; 156 million children under five are stunted in height and 50 million children under five do not weigh enough for their height.

These micronutrient deficiencies in India are as much an urban phenomenon as they are rural. In Mumbai and Delhi, among the largest urban clusters in the world, vitamin deficiency accounted for almost 70% of the adults; 88% of residents of Delhi suffer from Vitamin D deficiency, indicating the magnitude of the problem.

In developing nations, mortality arising from nutrition-related factors is nearly 40%. This reality indicates a growing need for nutraceutical products.

"Millions of people in India are suffering from vitamin-D deficiency notwithstanding the fact that many regions of the country witness high temperatures during the day time. Vitamin D plays a crucial role in preventing and also keeping diabetes under check. Many side-effects, particularly with regard to bone strength among diabetes patients, could be managed without much trouble if Vitamin D levels are properly managed." - Diabetic physician and Andhra Pradesh Diabetes Federation President Dr VV Ramkumar

SRL Diagnostics did a pan-India study revealing almost 79% Indians as Vitamin D deficient.

A new study by researchers from The Irish Longitudinal Study on Ageing (TILDA) at Trinity College, Dublin, has shown for the first time in Ireland that a deficiency in vitamin D was associated with a substantially increased risk of depression (+75%) over a four-year follow-up period.

A study in British Medical Journal indicated that 68.6% women in India are Vitamin D 'deficient', whereas almost 26% have been marked 'insufficient'.

Focus

Why we are more optimistic of the global nutraceuticals market today than ever

In the emerging era of preventive health care, dietary and nutritional supplements have a vital role to play.

There are a number of drivers of the food supplements (or nutraceuticals) market the world over, which are expected to endure, creating a wider market and possibly a healthier world.

- **Affordability:** The sharp increase in the cost of quality health care in the last couple of decades has widened the market for dietary supplements based on a growing recognition that a small cost today can potentially avert expensive medical treatment and possibly even treatment-related debt. In a country like India, where medical insurance is extensively under-penetrated, this can be the difference between financial well-being and ruin: out-of-pocket health expenditure constituted around 62% of the healthcare expenditure in India (in comparison, out of pocket hospital expenses in developed countries such as US and UK, amount to 20% and in BRICS countries about 20-25%). This high cost of medical intervention is inspiring preventive health action through health and wellness-related products.

- **Awareness:** Globally, there is an increasing awareness about food supplement products and benefits, largely influenced by the social media and internet. As a result, consumers are increasingly paying attention to the importance of nutrition in the prevention and treatment of diseases. In addition, health publications and fitness icons help increase an understanding of products that focus on natural health.

Accessibility: Almost 50% respondents of an EY survey indicated that they accessed the internet for health awareness while 70% indicated they were likely to use devices that connect to smartphones for managing health parameters. The growth of e-commerce is a game-changing development for the nutrition and health industry, allowing the healthcare business to grow at a compounded annual growth rate of 87.4%. As e-commerce in India is expected to reach USD84 billion by 2021, the nutraceuticals industry could benefit substantially. The result is that the Indian nutritional care segment is growing at a CAGR of 12% with a 27% share of the wellness industry.

Affluence: Food supplements were traditionally consumed by high-income groups but this has begun to change on account of increased purchasing power. The population of India between 15 and 59 years increased from 57% in 2001 to 62% in 2011 and estimated at around 66% today. India's population growth is marked by growing disposable incomes, translating into a growing capacity to pay for food supplements. Average household incomes could treble across two decades and India could become the world's third largest consumer economy by the year 2025.

Lifestyle: There is greater consumption of food and beverages with high salt and sugar on the one hand and low micronutrient contents on the other, creating a widening market for food supplements.

Insurance: The growing spread of insurance in India is expected to sustain the growth of the wellness sector. Rising geographical penetration and increasing disposable incomes are further boosting the market.

Supply side: New players entering the market with innovative products are catalysing sectoral growth. A growth in the supply side (providers of packaged and branded food supplements) indicates a strengthening eco-system that could continue to sustain the demand for raw materials.

Attitudes: With increasing research on food science and nutrition, more doctors now recognize the role of nutrition in quality care, not only for treatment, but also for prevention, resulting in enhanced prescriptions.

383.06
The global nutraceuticals market, 2017 (USD bn)

578
The estimated global nutraceuticals market 2025 (USD bn)

8.8
The annual global nutraceuticals market growth (per cent)

4
Indian nutraceuticals market (USD bn), 2017

18
Estimated Indian nutraceuticals market (USD bn), 2025

21
Expected CAGR of Indian nutraceuticals market (in %)

(Source: Financial Express, Mordor Intelligence, Nutraceuticals report ASSOCHAM 2018)

Change

The focus is shifting from pharmaceuticals to nutraceuticals

Nutraceuticals	Pharmaceuticals
Works on root causes but takes a longer time to recovery	Relatively quicker in effect
Negligible side effects in rare cases	In case of severe illnesses, can cause side effects
Focus on prevention and wellness	Focus on illness and treatment
No prescription needed for buying	Sold only on prescription except OTC
New sector with higher return on R&D investments	Declining return on R&D investment
Less onerous regulatory requirements	'Patent cliff'
Most purchases are by consumers	Pressures on health budgets
New revenue source	Stagnated and saturated market
Fast growing	Moderate growth rate

There is a growing movement for addressing health from a proactive perspective rather than a reactive one. In a proactive treatment, immunity is enhanced and ailments are prevented in the first place.

Besides, the increased consumption of dietary supplements and their downstream products have arrived at an interesting time in consumer behaviour: whether to consume expensive pharmaceuticals at a later date or to proactively consume affordable food-fortified products today. Today's generation is concerned about not just their life-span but also their health-span, shifting the needle from disease treatment to disease prevention. This represents the fundamental driver of the dietary supplements sector the world over.

The advent of personalized nutrition has resulted in treatments tailored closely to an individual's genetic profile. Epigenetics and nutrigenomics recognize that each individual has different nutritional requirements and responds to food in different ways. By linking diet to the genome it may be possible to not only boost health, but also reduce the risk of disease.

Our business

Biotechnology

Snapshot

Revenues

Rs. 13.80 cr, 2018-19
Rs. 5.70 cr, 2017-18

3.30%, 2018-19
1.84%, 2017-18

Overview

Fermenta delivers specialized technologies through its enzyme portfolio across the biopharmaceutical product life-cycle. These services are offered across the complete lifecycle – pre-clinical stage to commercialization to enhancing project ownership, quality and customer convenience. Fermenta is a dependable technology-driven partner, enjoying customer trust irrespective of project size, phase and complexity. The Company's expertise ranges from microbiology to genetic engineering, fermentation to enzyme purification, enzyme immobilization to enzymatic synthesis and polymer beads development to scale up synthesis.

Over the years, the Company developed and manufactured enzymes (Fermase PS 250, Fermase PA 850) used in the manufacturing processes of various antibiotics. Fermenta's enzyme technology for the synthesis of beta lactams and cephalosporin antibiotics offer unique advantages giving a competitive edge. The Company also offers enzyme immobilization optimization and supply services of various scales up to multi-tonne commercial quantities.

Strengths

Pioneer: FBL is a leader in providing immobilized enzymes and enzyme technologies, and proprietary immobilization platforms that has transformed the way the antibiotics are manufactured.

Range: Fermenta's enzyme technologies enable new and eco-friendly manufacturing practices across sectors ranging from pharmaceuticals, fine chemicals to bio plastics and cosmetics.

Expertise: Fermenta has a qualified and experienced set of scientists with in-depth understandings of molecular biology and fermentation technologies.

Responsive: Fermenta's business support and R&D teams address customer needs with speed.

Cutting-edge: Fermenta implemented next-generation automation and offered complete technical support to expand its enzymatic technology platform.

Infrastructure: Fermenta possesses world-class infrastructure and instrumentation to cater to the needs of its customers and produce top-notch biotech APIs.

Distinctive: Fermenta is one of the few global companies producing next-generation enzymes, leveraging patented processes and immobilization materials.

Unique: Fermenta's enzyme technologies for the synthesis of beta lactams and cephalosporin antibiotics offer unique advantages, which are not only scalable but also enable competitive transformation.

Highlights, FY 2018-19

- The Company focused on OEM sales of Fermsept® by bagging annual maintenance contracts for wastewater treatment plants
- Optimized the maintenance process of stock for production
- Streamlined the transformation process to achieve stability and improvement
- Improved the fermentation process of Penicillin G Amidase (PA 850)
- Improved immobilization and reduction in enzyme loading, ensuring better productivity
- Redesigned media to achieve improved and cleaner fermentation processes
- Improved polymer process by solvent recyclability and better matrix stability
- Initiated an expansion of biotech application projects for sterol biosynthesis
- Strengthened the potential capabilities of fermentation, immobilization, polymer technology and molecular biology
- Addressed IPR-related matters to safeguard technology and business knowhow

Outlook

A renewed focus on the biotechnology division with a push on efficient manufacturing output and selection of key accounts could lead to a significant increase in sales volumes. Fermenta is also exploring fermentation potential in developing new product lines to cater to more customers. The R&D team will continue streamlining and improving its expertise in molecular biology to foster product development and provide biocatalyst solutions for enzymatic applications.

dil LIMITED

Our business

Pharmaceuticals

Snapshot

Revenues

Rs. 47.50 cr, 2018-19
Rs. 49.50 cr, 2017-18

11%, 2018-19
16%, 2017-18

Overview

Over the past 25 years, Fermenta has focused on the manufacture of specialty APIs and biocatalysts.

The Company's core strength lies in harnessing cutting-edge technology to manufacture world-class quality APIs. The Company manufactures Phenyramidol Hydrochloride and Silicon powder (Activated Dimethicone Powder) for customers across the world. Phenyramidol Hydrochloride is a potent muscle relaxant with analgesic effects. The Company took a conscious effort to offer Silicon Powder (Activated Dimethicone Powder), a pharmaceutical ingredient that could replace Simethicone oil in anti-flatulent oral formulations. Traditionally oral anti-flatulent formulations used Simethicone oil in the manufacturing process with some disadvantages. The Company scaled its API R&D to meet rising demands and took a conscious decision to manufacture Silicon powder (Activated Dimethicone Powder as a replacement for Simethicone oil used in anti-flatulent oral formulations. The Company derived 11 % of its topline from this business during FY2018-19.

Strengths

Reliability: The Company is a reliable source of specialty pharmaceutical products across 40 nations.

Pioneering: Fermenta was a pioneer in reviving Phenyramidol Hydrochloride as an API, successfully marketing this product in Turkey and India. The Company's efforts helped Phenyramidol Hydrochloride formulations demand grow exponentially in Turkey.

Compliance: Fermenta is respected for its compliance with GMP norms that translate into enhanced quality and consistency (products, processes and services).

R&D: Fermenta invested deeper in R&D to increase the potency of its products by using innovative alternative syntheses and acquiring more patents.

Outlook

The pharmaceuticals business of the Company appears promising in view of a steady rise in the incidence of lower back, neck and shoulder pain due to the excessive time spent on electronic devices. Robust sales in the domestic pharma segment and key accounts in the US and EU could fuel business growth. Fermenta seeks to improve processes and achieve superior yields and cost-effectiveness.

The Company's core strength lies in harnessing cutting-edge technology to manufacture world-class quality APIs. The Company manufactures Phenyramidol hydrochloride and silicon powder (Activated Dimethicone Powder) for its customers all across the world. Phenyramidol hydrochloride is a potent muscle relaxant with analgesic effects

Our business

Vitamin D3

Snapshot

Revenues

Rs. 316 cr, 2018-19
Rs. 228 cr, 2017-18

78%, 2018-19
73%, 2017-18

Overview

Fermenta's Vitamin D3 business grew significantly in FY 2018-19. The newly developed rodenticide product gained momentum. When global market volatility for Vitamin D3 resulted in customers and suppliers facing supply challenges, Fermenta entered into mid-term contracts and supply assurances. To increase potency of Vitamin D3 (cholecalciferol) yield, the Company developed methods to increase process efficiencies. The Company offered complementary product offerings to strengthen its positioning.

Strengths

Recognition: Recognized in the global markets as a reliable manufacturer of Vitamin D3 across all product segments, marked by on-time delivery and competitive pricing.

Size: Among the world's three leading Vitamin D3 producers, resulting in economies of scale.

Serviceability: Providing real-time updates to customers and closely following market developments helped strengthen existing relationships.

Scale: Manufacturing facilities (Kullu and Dahej) are benchmarked with the best global standards, backed by dedicated professionals and accreditations from a large number of global regulatory agencies.

Diversified: Manufactures Vitamin D3 for various applications addressing human and animal healthcare.

Knowledge: Manufacturing Vitamin D3 for over 50 years with more than 300 customers.

Highlights, FY 2018-19

- Fermenta developed a new formula using spray drying technology for Vitamin D3 feed manufacture, enhancing product stability
- Developed water-soluble emulsion products of Vitamin D3, Vitamin D2, AD3 and AD2
- Introduced offerings in the competitive food pre-mixing segment in regulated markets
- Discontinued packing of glass ampoules and initiated Vitamin D3 packed in aluminium pouches to enhance ease of storage and transportation, limiting possibilities of oversight in terms of quality and manufacturing
- Tied up with an European manufacturer for exclusive sales of Vitamin D2 in India for DNS and food applications
- Received approvals from international customers and initiated supplies of Vitamin D3 from Dahej, allowing the Company to enjoy taxation benefits (facility located inside SEZ)

Outlook

Fermenta seeks to diversify its contractual business mix, retain key accounts and engage with new customers. The Company also expects to grow the relatively new segment of rodenticides to ensure a consistent growth in business volumes. The Company plans to create a robust portfolio comprising value-added vitamins, minerals and nutritional substances. The business is primed for product portfolio expansions that supplements business growth. The Company will focus on fulfilling customer needs efficiently, strengthening its positioning itself as a reliable supplier of Vitamin D3.

Our business

Environmental solutions

Snapshot

Revenues

Rs. 1.80 cr, 2018-19
Rs. 1.60 cr, 2017-18

Overview

Fermenta's environmental solutions business addresses national environmental priorities related to waste water and solid waste management and treatment.

The Company focused on clientele from from private institutions (commercial and residential developers, hotels, resorts and dairies) by providing a blend of biotechnology and engineering solutions addressing sewage treatment, effluent treatment, biogas enhancement, press mud composting, municipal solid waste composting and oil sludge treatment.

The Company altered its strategy to focus on OEM sales of Fermsept® by bagging annual maintenance contracts for wastewater treatment plants. The change was influenced by the desire to engage new customers and address multiple opportunities from existing customers.

The Company appointed engineers in the environment team for engineering, procurement and construction on Klaro technology, moving bed biofilm reactors, activated sludge process and membrane bioreactors.

The environment solutions revenues grew by 12.50% in FY2018-19 to Rs. 1.80 cr following an increase in Fermsept® sales in addition to revenues derived from the operation and maintenance of sewage treatment plants. Fermenta's proprietary brand Fermsept® helped increase biomass and bacterial colonies that reduced obnoxious odour and improved the outlet-treated sewage quality.

Fermenta trained operators along with teams managing the annual maintenance contracts of wastewater treatment plants. Fermenta's team possesses operating annual maintenance contracts of wastewater treatment plants through an in-depth knowledge of various technologies (sequential batch reactor, moving bed bio film reactors and activated sludge process). The Company trained operators to ensure that treated water quality adheres to regulatory norms.

Fermenta collaborated with a German technology provider, Klaro, to offer state-of-the-art package sewage treatment plants comprising the latest SBR process as per the global regulatory standards, reducing power consumption. The Company provided services to hotels, resorts, complexes and hospitals, among others, up to a capacity of 200 kilolitres per day. The Company possesses the competence to build sewage treatment plants.

The Company automated a Thane sewage treatment plant using pneumatic systems, Programmer Logical Controller (PLC) and Supervisory Control And Data Acquisition (SCADA). Fermenta's in-house development team built and modified a SCADA-based operating plant, ensuring better monitoring, gathering and processing of real-time data.

Fermenta's environment division increased business development activities with consultants, architects and developers to widen its enquiry base for sewage treatment plant solutions. Fermenta also conducted a detailed audit of an existing sewage treatment plant in a renowned hotel of India. Fermenta brought in a team of experienced and specialized engineers to provide best wastewater treatment solutions. The Company received its first order from a renowned developer for the design, supply, erection and commissioning of a packaged sewage treatment plant (20 kilolitres per day) based on state-of-the-art technology

Strengths

Capability: Fermenta is respected for its ability to explore and execute environmental projects of varying magnitudes and natures.

Team: Fermenta's technical team comprises professionals with deep experience in design, planning, erection and commissioning of projects.

Consistency: Fermenta is respected for the consistent performance of its sewage treatment solutions across sectors.

Expertise: Fermenta possesses an in-depth knowledge on the technical aspects of various sewage treatment technologies and understanding of plant operations.

Holistic: Fermenta provides services like designing, monitoring, planning and managing projects. The Company's strong technical team provides end-to-end solutions.

Validated: Fermenta's proprietary product Fermsept® has proved successful in municipal applications, translating into superior plant performance, lower power consumption and reduced expenditure.

Quality-conscious: The team provides assured outlet quality that can be reused in non-potable functions.

Highlights, FY2018-19

- Participated in the prestigious IFAT exhibition for water and wastewater treatment along with German technology partner Klaro, enhancing Fermenta's visibility
- Received the first EPC order for design, supply, erection and commissioning of two sewage treatment plants for Valsad District Cooperative Union Limited (part of AMUL) around German technology
- Received four orders for small-sized sewage treatment plants for vacation homes in Tamil Nadu
- Renewed O&M contract for Logitech Park for two years till 2020
- Received orders in three phases for the modification of 500 kilolitres-per-day plants for redesigning, dismantling, supplying, erecting and commissioning electromechanical equipment
- Bagged a prestigious project from Karnataka Power Corporation Limited for preparing a detailed report to utilize ash generation from Raichur Thermal Power Plant

Business enabler

Marketing

Fermenta undertook initiatives to increase awareness and channelising the medical fraternity's focus on Vitamin D3.

It participated in celebrity endorsements around Vitamin D awareness, increasing its digital footprint through various social awareness initiatives. It also undertook various offline initiatives such as branding at open gyms and sports leagues as well as activities at national exhibitions such as CPhI, India. It leveraged the following strengths: consistent volume growth due to business development activities, strong relationships that empowered Fermenta to emerge as a 'preferred supplier', as well as efficient real-time MIS reporting and coordination between cross-functional teams.

The business addresses growing Vitamin D demand from different customers, regions and segments. The ongoing engagement with distributor sales teams helped increase customer conversion.

Business enabler

Manufacturing

Fermenta possesses robust manufacturing capabilities, reflected in its audit-preparedness, ability to address year-on-year stretch targets, manufacture world-class products through globally validated equipment, plants and processes.

The Company comprises two manufacturing units - at Dahej (Gujarat) and Kullu (Himachal Pradesh) even as it seeks to commission a new plant in Sayakha, Gujarat.

Highlights, FY 2018-19

Kullu

- Achieved budgeted production target with assured quality
- Cleared domestic and international audits (including USFDA) without observations.
- Maintained the plant with low downtime
- Eliminated safety hazards by investing in effective preventive maintenance
- Improved R&D technology to address higher productivity

Dahej

- Increased capacity and output of Vitamin D3 40 MIU manufacture following rising demand for Vitamin D3
- Engaged in a strategic backward integration to reduce dependence on suppliers
- Implemented the CFR21 complying system for key instruments like HPLC and gas chromatography
- Enhanced the document management system, strengthening control on document issuance
- Strengthened safety through simplified operations and streamlined processes
- Implemented energy conservation, safety and cGMP initiatives
- Conducted periodic employee training across safety, cGMP, operations, worker development and behavioural skills

Business enabler

Supply chain management

The ability to source raw materials on schedule to be able to maximise production is an ongoing challenge.

During the year under review, the Company addressed complexities related to regulatory compliances across countries. Fermenta catered to more than 50 countries, each country or region with its own complexity. Keeping track of these changes and updating systems to meet these requirements remained a constant challenge, which the Company addressed by entering into collaborations with sector and product-specific trade partners.

Fermenta was actively engaged with global partners to develop an in-house repository of knowledge of products, services and packaging. The Company addressed the challenge of handling cold chain shipments by ensuring the right packaging and collaborating with competent partners.

The Company continued to upgrade technology by engaging with global partners, which enhanced access to real-time information and updates resulting in cost moderation, improved efficiency and customer satisfaction. The Company shifted from short-term contracts to mid-term sector and lane-specific contracts to strengthen value derived from third-party logistics.

Fermenta implemented an SAP-based ERP system to improve business efficiency.

Business enabler

Human resource management

In the pharmaceutical industry, there is a premium on knowledge.

Fermenta invested in its human capital comprising multi-sectoral knowhow, technological experience and domain knowledge.

The Company empowered and motivated its workers to enhance operating efficiencies and competitiveness. Fermenta combined its knowledge of a specialized space with the passion of a young company. The Company took decisions in alignment with the professional and personal goals of employees, helping them achieve work-life balance and enhancing their pride of association.

During the year under review, the Company undertook numerous initiatives to create a performance-based culture. The key focus areas comprised employee connect, performance support, strengthening the learning culture, strengthening performance appraisals, retaining performing talent, providing growth opportunities and effective talent acquisition.

Strengths

- The Company consistently invested in growing its human capital through prudent recruitment, engagement and empowerment translating into individual and organisational growth.
- The Company had 400+ people comprising MBAs, PhDs, scientists and others on its roster as of 31st March 2019.
- The Company received three awards in 2018 at the World HRD Congress. It was awarded the 'National Best Employer Brand' award in the pharmaceutical sector. The General Manager - Human Resources won the 'top 101 HR Minds' award while the Chief Executive Officer won the 'Business Leader of the Year' award.
- The Company introduced ESOPs to reward outperformance.
- The Company increased its people retention, especially at the Dahej plant, by adopting a personalised approach. The Company reported an overall retention of 89% across locations through a stronger compensation reward programme,

role enhancements and additional certification programmes, among others.

• The Company implemented ERP for manufacturing, supply chain management and finance, creating a user-friendly environment.

• The Company implemented a dashboard system to track KPIs, metrics, and other data points relevant to the business.

Highlights, FY 2018-19

• Started digitising employee records to set goals and identify roles / responsibilities across departments and tiers.

• Undertook team-building programmes and outbound exercises; sent employees to seminars, developed training facilities, organised regular employee meets

• Implemented the latest SAP modules under the SMART (S: specific, M: measurable, A: attainable, R: realistic, T: timely) system to benchmark performance management across three months.

• Strengthened its focus on operational excellence through collaboration with leading institutions like Institute of Chemical Technology and Indian Institute of Foreign Trade.

• Developed a strong R&D team comprising 30 employees.

• Continued collaborating with Thomas International for employee development programmes (team building, team leadership and managerial effectiveness) at the mid-management level.

• Participated in the Great Place to Work survey in which 419 employees were audited.

• Associated with Underwriters Laboratories to conduct a three-day behavioural training programme and a weeklong technical training programme.

• Conducted a 10-day training programme on quality, production and engineering as per CGMP guidelines to deepen quality management systems, obtain quality raw materials, formalise robust operating procedures, detect quality deviations and strengthen testing facilities.

• Enhanced gender equality by ensuring that the workforce comprised 28 female employees.

Fermenta's workforce (as on 31st March 2019)	
14	Pharmacists
1	PHDs
1	PHDs
19	Scientists
31	MBAs and CAs
68	Post-graduates
115	Graduates
173	Under-graduates

Our People Competence Matrix		
	New employee enablement:	Recruited personnel from diverse verticals mostly from the pharmaceutical industry, enriching the workplace with different perspectives. The Company hired 103 employees in FY2018-19.
	Learning culture:	The training and learning policy was revised. Digital platforms were leveraged to create e-learning modules. In line with this culture, learning was integrated into performance evaluation for all employees, which were then taken into account during the annual appraisal.
	Diverse Human capital:	Fermenta aggregated a diverse workforce of sectoral experiences, academic qualifications and domain knowledge drawn across ages, genders and regions to match project imperatives.
	Training:	Fermenta has been continuously making efforts in terms of providing a better workplace, increasing employee retention and building competencies through training and development activities. Fermenta conducted a 10-day-long training programme on quality, production and engineering as per CGMP guidelines to establish strong quality management systems, obtain quality raw materials, formalise robust operating procedures, detect quality deviations and maintain reliable testing facilities.

Management Discussion & Analysis

Global economic overview

The global economy grew by 3.7% in 2018 compared to 3.8% in 2017, largely on account of the failure of Brexit negotiations, tightened financial conditions, geopolitical tensions and higher crude oil costs. Global growth is estimated at 3.5% in 2019 and 3.6% in 2020 on account of a sustained weakening in the advanced economies. *(Source: World Economic Outlook)*.

Global economic growth over six years

Year	2015	2016	2017(E)	2018(E)	2019 (P)	2020 (P)
Real GDP growth (%)	3.2	3.1	3.8	3.6	3.3	3.6

[Source: World Economic Outlook, April 2019] E: Estimated; P: Projected

Indian economic overview

India emerged as the sixth-largest and retained its position as one of the fastest-growing trillion-dollar economy. However, after growing 7.2% in 2017-18, the Indian economy was expected to grow at 6.8% in 2018-19 as per the third advanced estimates of the Central Statistics Office released in May 2019.

The principal developments during the year under review comprised a sustained increase in per capita incomes, decline in national inflation, steadying interest rates, and weakened consumer sentiment starting from the second half of the financial year. The weaker sentiment was on account of a large non-banking financial company announcing its inability to address liabilities. This affected credit expansion, financial markets and consumer sentiment, which resulted in a slower GDP growth of 6.6% and 5.8% in the third and fourth quarter of the year under review respectively compared with 8% and 7% GDP growth in the first and second quarter of 2018-19 respectively. In the fourth quarter, India lost its tag as the fastest growing economy to China (6.4%).

In 2018, the country attracted more foreign inflows than China - ~USD 38 billion, higher than China's USD 32 billion. India witnessed a 23-notch jump to a record 77th position in the World Bank's latest report on the ease of doing business that captured the performance of 190 countries. The commencement of the US-China trade war opened a new opportunity for India, particularly in the agro sector. Inflation (including food and energy prices) was pegged at 2.6% on an annual basis, one of the lowest in years and well below the Reserve Bank of India's medium-term target of 4%. The rupee rebounded after touching a low of Rs. 74.45 to a dollar to close the financial year at Rs. 69.44. During the fiscal under review, the Indian Government continued to invest deeper in digitisation, renewable energy capacity generation and infrastructure building.

Key government initiatives

Bank recapitalisation scheme: In addition to infusing Rs. 2.1 lac crore in public sector units, the Indian Government announced a capital infusion of Rs. 41,000 crore through recapitalisation bonds in FY2018-19.

Expanding infrastructure: The Government of India invested Rs. 1.52 trillion to construct 6,460 kilometres of roads in 2018. Its expenditure of Rs. 5.97 trillion (USD89.7 billion) towards infrastructural development for 2018-19 is expected to strengthen the national economy.

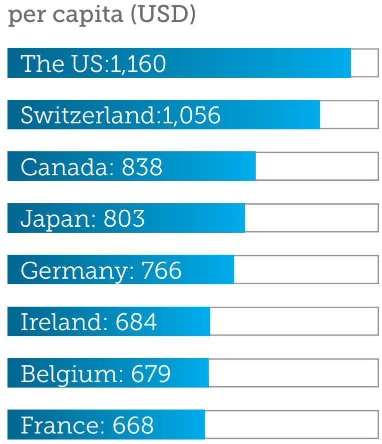
Increasing MSPs: The Indian Government fixed MSPs of 22 mandated kharif and rabi crops and FRP for sugarcane. The Indian Government committed to provide a 50% return over the cost of production for all mandated crops, strengthening the rural economy.

Budgetary allocation: India's defence budget is projected to surpass Rs. 300,000 crore (USD 42.19 billion) in 2019-20 for the first time ever.

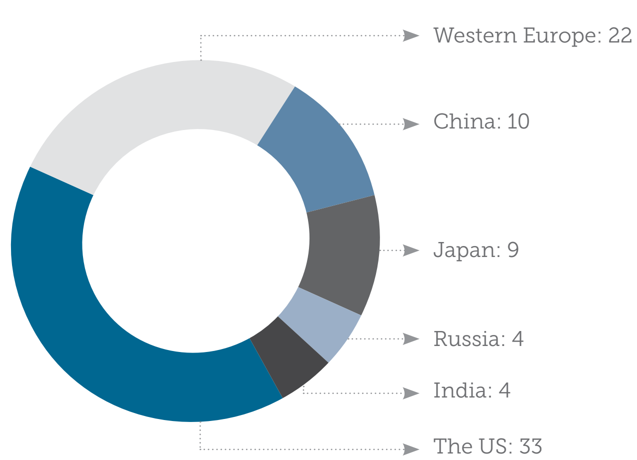
The Insolvency and Bankruptcy code (Amendment), Ordinance 2018: Passed in June 2018, the ordinance provides significant relief to home-buyers by recognising their status as financial creditors. The major beneficiary comprised MSMEs, empowering the Indian Government to provide them a special dispensation under the code.

Pradhan Mantri Kisan Samman Nidhi: The Indian Government announced in February 2019 the Pradhan Mantri Kisan Samman Nidhi, a scheme promising an annual assured income of Rs. 6,000 (USD84.5) for any farmer owning ≤2 hectares of farmland. The

Pharmaceutical spending per capita (USD)



Share of pharmaceutical revenues (%)



(Source: Statista)

budget for fiscal year 2020 allocated Rs. 75,000 crore for the scheme, benefiting ~120 million land-owning farmer households.

Direct Benefit Transfer: The Direct Benefit Transfer initiative re-engineered the cash disbursement process in welfare schemes through simpler and faster flow of information/funds to ensure accurate targeting of beneficiaries, de-duplication and reduction of fraud. In 2018-19 alone, this scheme is estimated to have transferred >Rs. 3, 14,465 crore and the gains to have accrued since scheme implementation estimated at more than Rs. 120,000 crore.

Outlook

Assuming no major global and domestic political shocks, India's markets are expected to perform better due to projected earnings revival in 2019. Revenue growth for corporate India is strengthening across the previous quarters. The growth of India's manufacturing sector is estimated at 6.9% this fiscal, up from 5.9% in 2017-18. This acceleration reflects a rebound from transitory shocks (the currency exchange initiative and implementation of the GST), with strengthening investment and robust private consumption. The fiscal deficit for 2019-20 is pegged at 3.39% with a target of 3% by the 2020-21. India is expected to grow at 7.1% in 2019-20 and 7.2% in 2020-21, benefiting from the ongoing structural reforms. (Source: CSO, Fitch, Economic Times, Business Standard, IBEF, Business Today, India Today, Money control)

Global pharmaceutical sector overview

The global pharmaceuticals market was worth USD934.8 billion in 2017 and could reach USD1,170 billion in 2021, growing at an accelerated pace of 5.8%, compared to 5.2% for the years before 2017.

The following factors are accelerating the growth of the healthcare market (of which the pharmaceutical sector is a part):

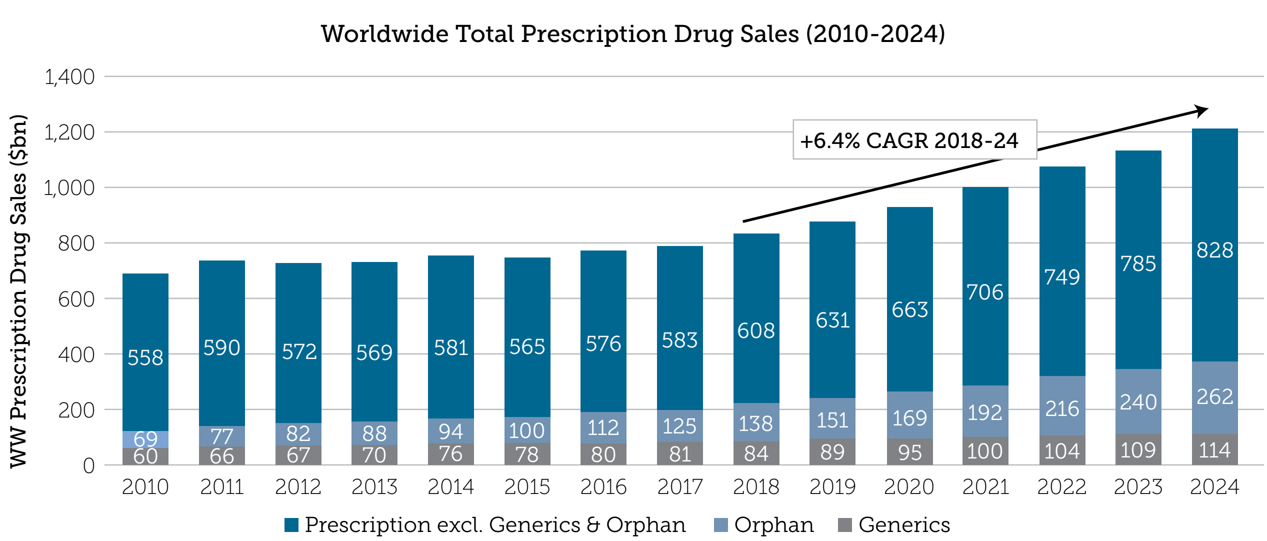
- Reduced taxes and lowered drug prices in the US
- GDP growth of ≥6% in China and India
- Widespread ageing and sedentary lifestyles leading to increased incidence of chronic disease
- Industrialised data services in R&D enabling the use of clinical data in trial simulations
- Lowered regulatory barriers for new drugs in the US
- High urban pollution increasing the incidence of diseases

As a result, healthcare expenditure per capita is set to rise from its 2017 level of USD1,137 to USD1,427 by 2021.

North America and Western Europe still account for 56% of the global market, but Asia Pacific has overtaken Western Europe as the second-largest consumer, catalysed by the launch of low-priced generics. Other positive drivers comprise rise in GDP per capita, governmental programmes to support healthcare and rapid urbanisation. *(Source: The Business Research Company)*

Outlook

In 2019, the pharma industry faces a compelling need to accelerate innovation. Large transformative acquisitions in the USD60-70 billion range defined 2018 and the next year could see an increase in the appetite for mid-sized, strategic transactions that complement a company's core. A generation of start-ups and tech giants are emerging, disrupting the status quo and threatening pharma's legacy culture. Pharmaceutical giants are moving to adopt strategic, relationship-based outsourcing models as opposed to traditional transactional engagements, which could stimulate biologics and data-driven clinical innovation. *(Source: Deloitte)*



Source: Evaluate, May 20

Growth drivers of the global pharma industry

- Growing and ageing population
- Increasing access to pharmaceuticals due to rising disposable incomes
- Increasing focus on rare and specialty diseases
- Innovations in advanced biologics, DNA therapeutics, cell therapies, bioelectronics and implantables

Challenges faced by the global pharma industry

- Increasing cost control in key pharma markets
- Tightening of governmental policies
- Decreasing R&D expenditure due to slowdown in the global pharma industry
- Decreasing returns on investment in generics due to price erosion

Global biotechnology sector overview

Biotechnology has displayed outstanding growth in recent years. Biotech companies reported aggregate sales of ~USD140 billion in 2017, over 2x of the sectoral sales reported in 2013.

59 new drugs were approved by the FDA in 2018 and there are indications that 30 to 40 new biotech drugs could be approved annually in the US and Europe, going forward. The global biotechnology market is estimated to reach USD726.8 billion by 2025, growing at a CAGR of 8.1% from 2017 to 2025. *(Source: BB Biotech, IMS Health, GII Research)*

Indian biotechnology sector overview

India is among the top-12 destinations for biotechnology in the world, with a ~3% share of the global biotechnology industry. The biotechnology industry in India, comprising ~800 companies, is estimated to have grown at a CAGR of 20.3% to ~USD 11.6 billion in 2016-17.

Biopharma is the largest segment contributing ~62% of the total revenue followed by bio-services (18%), bio-agro (15%), bio-industry (4%), and bio-informatics (1%).

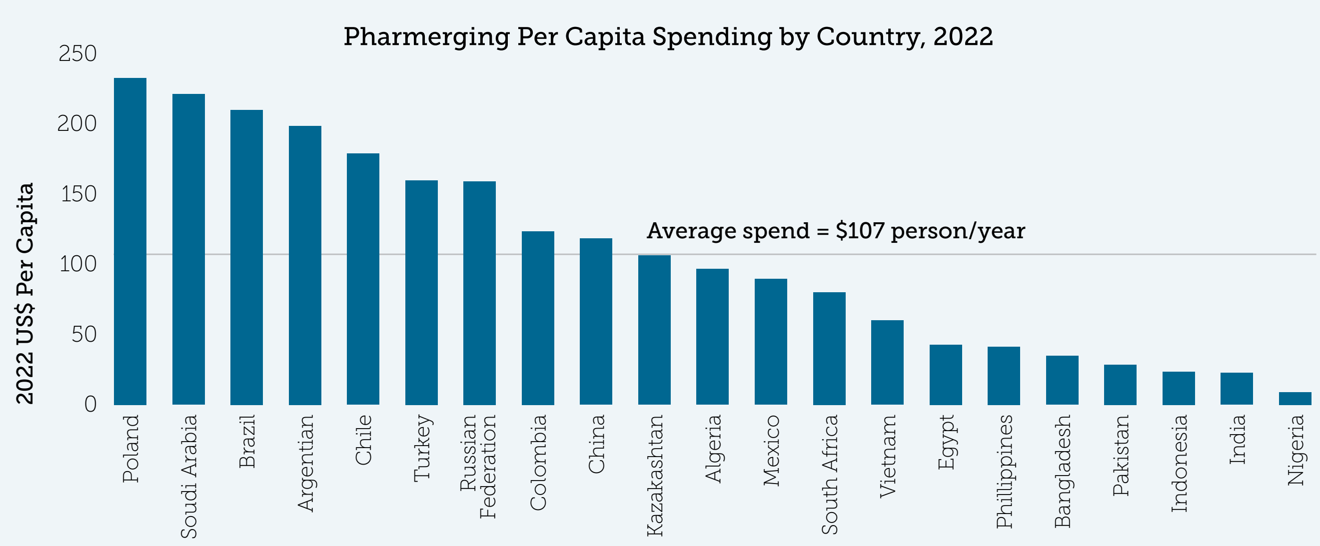
India has the second-highest number of USFDA-approved manufacturing plants outside the US. The country is currently home to >523 USFDA-approved drug manufacturing facilities. By end-2016, there were >1,000 biotechnology start-ups in India, and >50% of these were established within the previous five years.

India emerged as a leading destination for clinical trials, contractual research and manufacturing activities owing to the growth in the bio-services sector.

India currently has a marginal share of the global market for industrial enzymes. Opportunities lie in focused R&D and knowledge-based innovation that can innovatively replace polluting chemical processes through eco-friendly processes. *(Source: IBEF, Invest in India, Nature)*

Global API industry overview

The global active pharmaceutical ingredients market was valued at USD 165.74 billion in 2018 and is estimated to reach USD 236.7 billion in 2024, a CAGR of 6.1%. Some key factors driving the market

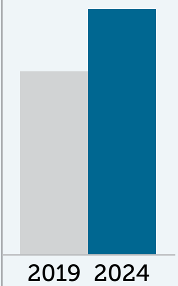


Source: IQVA Market Prognosis, Sep 2017, IQVIA Institute, Oct 2017
Notes: Spending per capita, per capita growth and overall spending growth in Constant US$

include the increasing prevalence of infectious diseases, cardiovascular conditions and other chronic disorders. Apart from these diseases, genetic disorders are significantly driving the use of biologicals and biosimilars.

The global API market reported steady growth in 2018 in terms of volume and value despite disruptions from the conventional supplier base i.e., China and India, impacting API availability or economics. Lack of supply or higher prices of inputs meant escalation in API prices with a spillover to finished drugs in some cases. The API market was driven by patent expiration of drugs, increased generic medicine sales and high uptake of biologics. ~25-30 drugs went off-patent in 2018. North America currently dominates the market for active pharmaceutical ingredients. ~75% to 80% of the APIs imported to the US came from China and India. *(Source: Indian Express, Mordor Intelligence, TAPI)*

Attractive opportunities in the API market



CAGR
6.1%

- The APIs market is projected to reach USD 245.2 billion by 2013 from USD 182.2 billion in 2019, at a CAGR of 6.1%
- The increase incident of chronic disease, growing importance od generics, and the increasing upstake of biopharmaceuticals are some of the major factors driving the growth of the global APIs market.

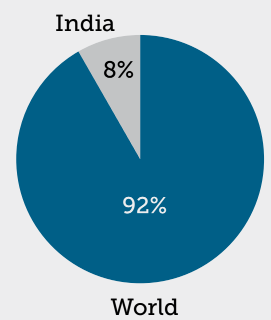
- The API market is projected to reach USD 245.2 billion by 2023 from USD 182.2 billion in 2019, growing at a CAGR of 6.1%.
- The increasing incidence of chronic diseases, growing importance of generics and the increasing uptake of biopharmaceuticals are some of the major factors driving the growth of the global API market.

(Source: Markets and Markets)

Indian API industry overview

API manufacturers in India are strengthening their marketing in regulated markets by improving production yields, modifying production processes and increasing global sales. >30% of the APIs manufactured in India are exported to the US, the UK and Japan, among others. The API market in India was valued at ~USD 11 billion in. In FY2016, the Indian API market accounted for a ~8% share of the global API market. The on-going global drug patent cliff is slated to boost API revenues for India. *(Source: ASSOCHAM, Market Watch)*

Share of India in Global API Market (%), FY 2016



Source: RNCOS

Global nutraceuticals market overview

The global nutraceutical market was valued at ~USD 383.06 billion in 2017 and expected to reach ~USD 561.38 billion by 2023, growing at a CAGR of 6.8% between 2018 and 2023.

The nutraceuticals market is divided into functional food and beverages, dietary supplements and personal care products. The dietary supplements segment accounted for a significant share of revenues earned by the global nutraceuticals market. A mounting elderly population base, increasing birth rates, rising premature birth rates and more and a growing number of people suffering from malnutrition are some of the factors expected to increase the demand for nutraceutical products.

Growth drivers

- Increasing consumer awareness
- Spiraling healthcare costs
- Low health insurance coverage
- High incidence of lifestyle diseases like diabetes, hypertension,

cardiovascular ailments and osteoporosis, among others

• Increasing disposable incomes

Indian nutraceuticals market overview

The Indian nutraceuticals market is expected to grow from USD4 billion in 2017 to USD18 billion in 2025, registering a growth of 21% per annum. Changing dietary preferences and sedentary habits have made Indians more vulnerable to lifestyle ailments. At the same time, the average urban and suburban Indian is becoming more conscious about health and fitness, catalysing the growth of the nutraceuticals segment.

Functional food and beverages account for ~35% of the market in India and could experience higher growth. The functional food and beverage market is expected to reach USD7.36 billion by 2025, growing at a CAGR of 22%. The market for dietary supplements is expected to touch USD10 billion by 2025, growing at a CAGR of 19%.

Emerging trends

Rising health consciousness: Consumers are paying increasing attention to the importance of nutrition in the prevention and treatment of diseases.

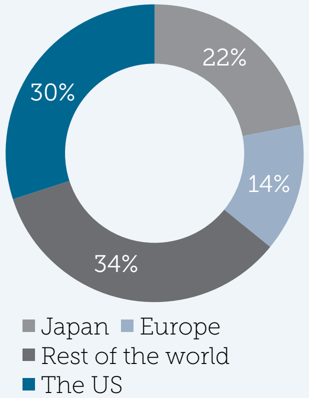
Living standards: Until recently, nutraceuticals, including supplements and functional foods, were mainly purchased by high-income groups, a trend that is now changing.

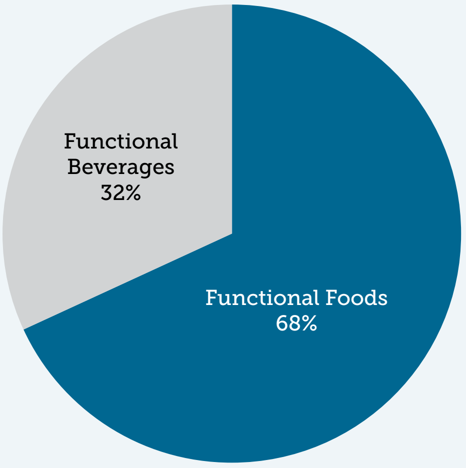
Changing attitudes: Most doctors now recognise the preventive role of nutrition in healthcare.

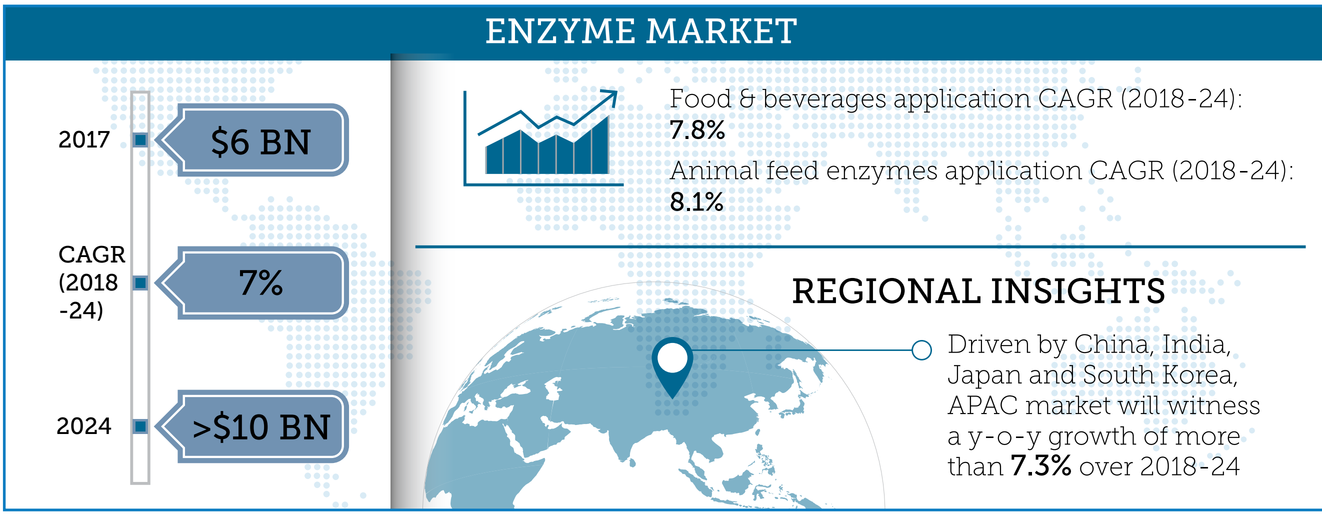
Base expansion: In the past the metros were the only markets for the sale of nutraceuticals, but consumption patterns have shown a distinct shift with demand in the Tier-II and III cities increasing. The growth of e-commerce industry has been a game-changer for the nutraceuticals industry.

THE MARKET FOR DIETARY SUPPLEMENTS IS EXPECTED TO TOUCH USD10 BILLION BY 2025, GROWING AT A CAGR OF 19%.

Global nutraceuticals market (by geography)







(Source: GM Insights)

*Food beverages and animal feed enzymes will grow at CAGRs of 7.8% and 8.1%, respectively, between 2018 and 2024. This growth will be driven by China, Japan and South Korea. The Asia Pacific will witness a y-o-y growth of >7.3% during the same period.

Global enzymes market overview

The global enzymes market was valued at USD7,082 million in 2017. Demand for industrial enzymes is showing rapid growth due to increasing demand for food and beverages attributed to changing lifestyles and increase in disposable incomes.

Governments have incentivised the use of bio-fuels as a cleaner alternative to fossil fuel-based energy options, strengthening the market for industrial enzymes. Globally, hydrolase enzymes account for a ~66% share of the total market.

The global enzymes market is projected to reach USD 10 billion by 2024, registering a CAGR of 7% between 2017 and 2024. The Asia Pacific market for food enzymes is expected to account for a sizeable market share. *(Source: PR Newswire, Business Wire, GM Insights)*

Indian enzymes industry overview

India imports ~70% of its enzyme consumption. Pharmaceutical enzymes represent the bulk of the demand in India, covering ~50% of the total demand, followed by detergent enzymes (20%) and textile enzymes (20%). India's industrial enzymes market is projected to surpass USD 361 million by 2020 on account of increasing food processing facilities, tanneries and textile manufacturing facilities. Due to environmental concerns, an increasing number of detergent manufacturers are shifting towards using enzyme-based technologies. *(Source: SIS International, Pharmaion, TechSci Research)*

Waste and wastewater management

India's per capita waste generation is increasing at a rate of 1.3% per annum. India generates 5.29 crore metric tonnes of waste a year, of which only 46% is treated. Segregation at source is non-existent, sorting is manual, coverage is limited, disposal is unscientific and service backlogs are huge.

If the present scenario of waste management is considered, where most of the waste is dumped without treatment, ~88 square kilometres of land would be needed for landfilling that could render the land unfit for alternative use for 50 years.

India is passing through the worst water crisis in its existence even as demand continues to rise. The treatment of wastewater is vital for solving the growing water crisis. The wastewater treatment and management industry in India presents several opportunities to players.

The Indian water and wastewater treatment chemicals market is projected to reach USD 805 million by 2023 catalysed by a rising population, increasing urbanisation and industrialisation, sewage treatment plant investments, river cleaning programmes and strict governmental policies on polluted water discharge by industries.

Factors that positively influence the country's water and wastewater treatment chemicals market include a growing textile industry, favourable government policies and rising preference for green chemicals. *(Source: PwC,*

Ministry of Environment, Forest and Climate Change, Central Pollution Control Board, Red News Wire, Ministry of Housing and Urban Affairs)

Governmental initiatives

• Allocated approximately Rs. 1 trillion in key programmes under AMRUT for the development of 500 habitations and 100 smart cities. Another Rs. 620 billion has been set aside for the Swachh Bharat Mission.

• Approved Rs. 147.86 billion under the Swachh Bharat Mission for 35 states and union territories. Of this, Rs. 74.24 billion (50%) was allocated for solid waste management projects in 4,041 towns.

• Approved Rs. 205 billion under AMRUT to improve sanitation and drainage services in urban areas via 574 septage management and sewerage projects.

• Shortlisted 60 cities for development under the Smart Cities Mission for an investment of ~Rs. 40.14 billion towards solid waste management projects.

(Source: Red News Wire)

Financial analysis, FY2018-19

DIL Limited followed the accrual basis of accounting under the historical cost convention method. Its accounts were prepared on the basis of accounting standards as per Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules 2014.

Balance Sheet

• Net worth increased to Rs. 2505 million as on 31st March 2019 compared to Rs. 1354 million as on 31st March 2018

• Borrowings for FY2018-19 stood at Rs. 1954 million compared to Rs. 1652 million during FY2017-18

• Total non-current assets for FY2018-19 stood at Rs. 2593 million compared to Rs. 2024 million in FY2017-18

Profit & Loss statement

• Revenues increased 34% from Rs. 3119 million in FY2017-18 to Rs. 4170 million in FY2018-19

• EBITDA increased to Rs. 1612 million in FY2018-19 compared to Rs. 1020million in FY2017-18

• Profit after tax increased 115% from Rs. 548 million in FY2017-18 to Rs. 1179 million in FY2018-19

• EBITDA margin increased by 600 bps from 33% in FY2017-18 to 39% in FY2018-19

• Total expenses for FY2018-19 stood at Rs. 2883 million compared to Rs. 2359 million in FY2017-18

• Depreciation and amortisation stood at Rs. 119 million in FY2018-19 compared to Rs. 124 million in FY2017-18

Working capital management

• Current assets as on 31st March 2019 stood at Rs. 2956 million compared to Rs. 1823 million as on 31st March 2018

• Current ratio as on 31st March 2019 stood at 1.90 compared to 1.76 as on 31st March 2018

• Inventories increased from Rs. 512 million as on 31st March 2018 compared to Rs. 877 million as on 31st March 2019

• Current liabilities stood at Rs. 156 million as on 31st March 2019 compared to Rs. 104 million as on 31st March 2018

• Cash and bank balances stood at Rs. 911 million as on 31st March 2019 compared to Rs. 327 million as on 31st March 2018

Key ratios

Particulars	FY2018-19	FY2017-18
EBIDTA/Turnover (%)	38.70	32.70
EBIDTA/Net interest (times)	7.80	7.47
Debt-equity ratio	0.42	0.98
Return on equity (%)	47	40
Earnings per share (Rs.)	120.31	36.75

Risk management

Industry risk: A slowdown in the global pharmaceutical market may adversely affect offtake.

Mitigation: The global pharmaceuticals market was worth USD934.8 billion in 2017 and will reach USD1,170 billion in 2021, growing at a rate of 5.8%.

Regulatory risk: Unforeseen changes in the regulatory environment could lead to operational disruptions.

Mitigation: Fermenta is regularly honing the skills of its employees in line with regulatory developments to ensure conformance with relevant guidelines across its plants.

Finance risk: Inability to secure long-term funding at competitive costs can be detrimental.

Mitigation: Optimising its debt-equity ratio to 0.42.

Innovation risk: The products manufactured by the Company may lose their relevance in the marketplace

Mitigation: Fermenta has invested sizeable amounts of time and resources towards R&D-based innovation to create a strong product pipeline. The Company's R&D team currently has 30 people.

Internal control systems and their adequacy

The Company's internal audit system has been continuously monitored and updated to ensure that assets are safeguarded, established regulations are complied with and pending issues are addressed promptly. The audit committee reviews reports presented by the internal auditors on a routine basis. The committee makes note of the audit observations and takes corrective actions, if necessary. It maintains constant dialogue with statutory and internal auditors to ensure that internal control systems are operating effectively.

Cautionary statement

The management discussion and analysis report containing the Company's objectives, projections, estimates and expectations may constitute certain statements, which are forward-looking within the meaning of applicable laws and regulations. The statements in this management discussion and analysis report could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in governmental regulations, tax regimes, forex markets, economic developments within India and the countries with which the Company conducts business and other incidental transactions.

REPORT OF
THE BOARD OF DIRECTORS

Dear members

Your Directors are pleased to present the 67th Annual Report of the Company along with the Audited financial statements for the financial year ended March 31, 2019.

Financial highlights:

(₹ in Lakhs)

	Standalone results		Consolidated results	
	2018-19	2017-18	2018-19	2017-18
Total Revenue	1,967.67	1,288.82	41,703.56	31,192.42
Total Expenditure	4,532.57	3,635.29	28,832.95	23,595.48
Profit before tax ('PBT')	**(2,564.90)**	**(2,346.47)**	**12,870.61**	**7,596.94**
Less : Provision for tax (including deferred tax)	(2,297.83)	69.00	1,080.35	2,113.23
Profit after tax ('PAT')	**(267.07)**	**(2,415.47)**	**11,790.26**	**5,483.71**
Non-Controlling interest	-	-	(711.81)	(1,262.84)
Share of interest in profit/(loss) of associates	-	-	(42.78)	(849.44)
Profit for the year	**(267.07)**	**(2,415.47)**	**11,035.67**	**3,371.43**
Proposed Dividend *	(114.66)	(114.66)	(114.66)	(114.66)
Dividend Distribution Tax *	(23.34)	(23.34)	(23.34)	(23.34)
Balance in Statement of Profit and Loss account	433.17	923.88	21,252.14	10,501.77

** Dividend at the rate of 25% (Rs. 1.25 per equity share of Rs. 5 each) as proposed by the Board of Directors, after close of balance sheet date, subject to approval of the members.*

RESULTS FROM OPERATIONS

In financial year 2018-19 ('FY 2018-19'), the Company on a Standalone basis earned revenue of Rs. 1,967.67 Lakhs, compared to Rs. 1,288.82 Lakhs in the previous financial year 2017-18 ('FY 2017-18'). In FY 2018-19, the Company reported a loss of Rs. 267.07 Lakhs as against loss of Rs. 2,415.47 Lakhs in FY 2017-18.

On a consolidated basis, the Company recorded a revenue of Rs. 41,703.56 Lakhs in FY 2018-19 as compared to Rs. 31,192.42 Lakhs in FY 2017-18. Profit after tax for FY 2018-19 was Rs. 11,790.26 Lakhs, as against profit of Rs. 5,483.71 Lakhs in FY 2017-18

DIVIDEND

Your Directors are pleased to recommend an equity dividend of Rs. 1.25 per equity share (25%) of Rs. 5 each in FY 2018-19 (Previous year Rs. 1.25 per equity share). The equity dividend, if approved by the Members at the 67th Annual General Meeting ('AGM'), will result in a cash outflow of Rs. 138 lakhs including dividend distribution tax.

CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of the Company for FY 2018-19 including financials of its subsidiaries and associate company (collectively referred as 'Subsidiaries/ Associates') i.e. Fermenta Biotech Limited, Fermenta Biotech (UK) Limited, G.I. Biotech Private Limited, Aegean Properties Limited, CC Square Films Limited

(Subsidiaries), Health and Wellness India Private Limited (associate company) are prepared in accordance with the relevant Indian Accounting Standards (Ind AS) notified under the Company (Indian Accounting Standards) rules, 2015 and other applicable provisions and shall form part of this Annual Report.

Agastya Films LLP and Zela Wellness Private Limited ceased to be joint venture entity and associate company w.e.f. January 01, 2019 and Novemeber 29, 2018 respectively. However, the financials of Agastya Films LLP and Zela Wellness Private Limited have been considered in Consolidated financial statements upto the date of cessation.

SUBSIDIARY COMPANIES

The individual financial statements of the Company's Subsidiaries/ Associates have not been attached to the financial statements of the Company for FY 2018-19. The financial information of the Company's Subsidiaries/ Associates provided in this section may be read along with the information provided under the heading 'Consolidated Financial Statements' in this report. In accordance with the provisions of section 129 (3) of the Act, read with Rule 5 and Rule 8 of the Companies (Accounts) Rules, 2014 [as amended from time to time], a separate statement containing salient features of the financial statements of Company's Subsidiaries/ Associates in Form AOC-I is attached to this Board's report as **Annexure II** and forms part of this Board's report.

The financial statements of the Company's Subsidiaries/ Associates will be kept open for inspection at the registered office of the Company, from 10.00 a.m. to 5.00 p.m. on all working days i.e. Monday to Friday, from the date of dispatch of the AGM notice to the date of the 67th AGM of the Company.

The standalone and consolidated financial statements of the Company have been uploaded on the website of the Company (www.dil.net). Members interested in obtaining copies of the annual financial statements of the Company's Subsidiaries/ Associates, may write to the Company Secretary at the registered office address of the Company.

MANAGEMENT DISCUSSION AND ANALYSIS (MD&A)

The Company focuses on the business of renting properties and has a strategic investment in its subsidiary Fermenta, which is engaged in pharmaceuticals, manufacturing and marketing APIs, biotechnology and environmental solutions. MD&A covering details of the business of the Company and its subsidiary, Fermenta Biotech Limited, is provided on page 47 and forms part of this Board's Report.

INTERNAL CONTROL SYSTEMS AND RISK MANAGEMENT

Internal controls system including the internal financial control is a crucial aspect of the Company's risk management process. Potent risks are identified, analyzed and addressed by the Company in a systematic manner on concurrent basis to mitigate such risks. Your Company has developed and implemented risk management policy and maintains adequate internal control system, commensurate to its size, nature of operations, reporting(s) and compliance with applicable laws and procedures to identify and mitigate such risks. The Company's internal control systems are regularly verified by Statutory Auditors and Internal Auditors. During the year under review, the Company's Internal Auditors, M. M. Nissim & Co., Chartered Accountants, conducted and reported the effectiveness and efficiency of internal control system including adherence to procedures as per the policies of the Company.

The Company has an experienced and qualified finance department which plays an important role in implementing and monitoring the internal control procedures and compliance with statutory requirements. The Audit Committee and the Board of Directors review the report(s) of the independent Internal Auditors at regular intervals along with the adequacy, effectiveness and observations of the Internal Auditors regarding internal control system and recommends improvements and remedial measures, wherever necessary.

HUMAN RESOURCES

The information required under rule 5(1) and rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Section 197 (12) of the Act in respect of employee remuneration and other details forms part of this report and provided as **Annexure IV**. Other applicable information for the above provisions will be made available to the members upon their request.

The Company had a headcount of 25 employees with no major hiring done during the year under review.

The employee benefits were increased by extending the insurance benefit to the employees and their family. Employees' engagement activities like children programmes, annual sports, festival celebrations, etc. were regularly carried by the Company to motivate employees and to develop cohesiveness. Regular organization development programmes were conducted by the Company in order to bring a planned, systemic improvement in the approaches and perceptions of employees for individual as well as Company's growth.

PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company is committed to provide protection to women against sexual harassment at workplace and thus has in place a

'Code on Redressal of Grievances Regarding Sexual Harassment' in accordance with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder ('POSH'). The Company has set up an 'Internal Complaints Committee' (ICC) in accordance with the requirements of POSH. Details of complaints received / pending under POSH during FY 2018-19 are as follows:

a. number of complaints filed - NIL
b. number of complaints disposed of - NIL
c. number of complaints pending as on end of FY 2018-19 - NIL.

SCHEME OF AMALGAMATION

The Board of Directors of the Company at its meeting held on June 21, 2018, approved a Scheme of Amalgamation in terms of Sections 230 to 232 of the Companies Act, 2013, involving merger of Fermenta Biotech Limited (Transferor Company) with DIL Limited (Transferee Company). The Company has filed application with the National Company Law Tribunal ('NCLT'), Mumbai on November 12, 2018 and as on the date of this report, the same is pending before NCLT, Mumbai.

INFORMATION TECHNOLOGY

Information Technology (IT) continued to invest into advanced technology to adopt best IT practices and secured IT environment assuring support to future business growth. Alongside the investment in technology, the Company is also focusing on the solutions based on latest technologies which are necessary to cover unforeseen risks. The Company is committed to provide secured environment to all their operating locations by implementing applications to control and mitigate risks and to take corrective steps thereof.

DEPOSITS

In FY 2018-19, your Company has not accepted any deposits under Section 73 of the Act including rules framed thereunder, and no principal or interest remains unpaid or unclaimed on deposits as on March 31, 2019.

CREDIT RATING

The Company did not have credit ratings since there was no loan outstanding from banks during FY 2018-19. The Company has not defaulted in payment of its obligations to any financial institutions during FY 2018-19.

DIRECTORS

Independent Directors:

(a) Independent Directors have made declarations to the Company, confirming that the conditions of independence laid down in sub section 6 of section 149 of the Act and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") are duly complied.

(b) Terms of Mr. Sanjay Buch and Mr. Vinayak Hajare, Independent Directors, came to an end on March 31, 2019. As per the Board's recommendation at its meeting held on February 12, 2019, re-appointment of Mr. Sanjay Buch and Mr. Vinayak Hajare, as Independent Directors of the Company for a period of five years w.e.f. April 1, 2019 is proposed for members' approval.

(c) The members of the Board of Directors appointed Dr. Gopakumar Nair as an Additional (Independent) Director w.e.f. May 17, 2019. His appointment as an Independent Director on the Board of Directors of the Company w.e.f. May 17, 2019 for a term of 5 (Five) consecutive years is proposed for members' approval.

Retirement by rotation:

Mr. Satish Varma (DIN – 00003255) retires by rotation at the 67th AGM and being eligible, offers himself for re-appointment. Brief profile of Mr. Satish Varma is provided on page no. vii (of the Notice) of this Annual Report.

Directors and Key Managerial Personnel:

No Director or Key Managerial Personnel resigned or was appointed during the year under review.

ANNUAL PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Details of the annual performance evaluation have been provided in the Corporate Governance Report attached as **Annexure III** to this Board's report.

AUDITORS

As per the members' approval at the AGM dated September 28, 2018, Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No: 117366W/W- 100018) have been appointed as Statutory Auditors of the Company and to hold office from the conclusion of 66th AGM until the conclusion of 70th AGM of the Company.

In terms of Section 134 of the Act and regulation 34 of Listing Regulations, the Statement on Impact of Audit Qualifications as stipulated in regulation 33(3)(d) including the qualification(s) made by the Auditors in their report for the FY 2018-19 and the explanation(s) of the Board thereof is stated in page no. 77 of the Corporate Governance Report.

SECRETARIAL AUDITORS REPORTS AND CERTIFICATE

Mr. V. N. Deodhar (Membership No. FCS-1880), Proprietor of V. N. Deodhar & Co., Practicing Company Secretaries ('Secretarial Auditor'), was appointed to conduct the Secretarial Audit of the Company for FY 2018-19 as per the provisions of Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and regulation 24A of Listing Regulations read with the Securities and Exchange Board of India ('SEBI') Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019.

The Secretarial Auditor has submitted: (a) an unqualified Secretarial Audit report; and (b) a certificate confirming that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by SEBI/Ministry of Corporate Affairs or any other statutory authority, which are annexed to this Board's report as **Annexure V** and **Annexure VI** and forms part of this Board's report. The Secretarial Compliance Report for FY 2018-19 is being filed with the BSE Limited within the stipulated time period in terms of the said circular.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to provisions of sub-section 5 of Section 134 of the Act, with respect to Directors' Responsibility Statement for the year under review, it is hereby confirmed that:

(a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

(b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

(c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) the directors have prepared the annual accounts on a going concern basis;

(e) the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ANNUAL RETURN FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2019

Extract of the annual return for FY 2018-19 in form MGT-9 is enclosed to this Board's Report as **Annexure I** and forms part of this Board's Report. Annual Return for FY 2017-18 is available on the Company's website at www.dil.net

CODE FOR PREVENTION OF INSIDER TRADING

Policies and codes adopted by the Company pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, are displayed on the Company's website i.e. http:// www.dil.net/Company-Policies.html.

NOMINATION AND REMUNERATION POLICY

Pursuant to Section 178(4) of the Act, the Nomination and Remuneration Policy ('Remuneration Policy') of the Company, including changes therein, if any, is available on Company's website at http:/ /www.dil.net/Company-Policies.html. The salient features of the Nomination and Remuneration Policy, inter alia, are: (a) Objectives, (b) Matters to be recommended by the Committee to the Board, (c) Criteria for appointment of Director / KMP / Senior management, (d) Additional Criteria for Appointment of Independent Directors, (e) Appointment and Remuneration of Directors, (f) Policy on Board Diversity, (g) Appointment and Remuneration of KMP / Senior management and other employees of the Company, (h) Criteria for Evaluation of Independent Director and the Board, (i) Removal, (j) Succession planning for appointment to the Board of Directors and Senior Management, (k) Directors' and Officers' (D & O) Liability Insurance.

COST RECORDS

The provisions of Section 148(1) of the Act are not applicable to the Company for FY 2018-19.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not given any loans or guarantees or made investments covered under the provisions of Section 186 of the Act during FY 2018-19.

RELATED PARTY TRANSACTIONS

All related party transactions entered into during FY 2018-19 were on an arm's length basis and in the ordinary course of business. During FY 2018-19, the Company has not entered into any material related party transaction. In view of this, disclosure in form AOC-2 is not applicable. The brief details of the Company's policy on dealing with Related Party transactions (RPT Policy) are covered in Corporate Governance report. The RPT policy is available on Company's website at http:// www.dil.net/ Company-Policies.html

INFORMATION IN ACCORDANCE WITH PROVISIONS OF SECTION 134(3)(M) OF THE COMPANIES ACT, 2013

(A) Conservation of energy and Technology absorption –
Information with respect to conservation of energy and technology absorption is not applicable to the present activities of the Company.

(B) Foreign Exchange Earnings and Outgo –
During FY 2018-19, there were no foreign exchange earnings.

CORPORATE GOVERNANCE REPORT

The Corporate Governance Report along with the Corporate Governance Certificate issued by Mr. V. N. Deodhar (Membership No. FCS-1880), Proprietor of V. N. Deodhar & Co., Practising Company Secretaries, in terms of Regulation 34 read with Schedule V of Listing Regulations, for FY 2018-19 is annexed as Annexure III and forms part of this Board's Report.

Details of number of Board meetings, composition of the Audit Committee and establishment of Vigil Mechanism as required under the Act and Listing Regulations are provided in the Corporate Governance Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company was not required to do CSR spending in FY 2018-19 in terms of Section 135 of the Act. Therefore, no disclosure is required as per Companies (Corporate Social Responsibility Policy) Rules, 2014.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in business and in the nature of business of your Company during the FY 2018-19.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There was no order passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations during FY 2018-19.

SECRETARIAL STANDARDS

During FY 2018-19, the Company has complied with the provisions of applicable Secretarial Standards issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government.

DETAILS OF SHARES IN DEMATERIALIZATION SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

Pursuant to Regulation 34 read with Schedule V of Listing Regulations, the details of the shares in the Dematerialization Suspense Account/ Unclaimed Suspense Account are as follows:

Aggregate number of shareholders and the outstanding shares in the Suspense Account lying at the beginning of the year (01.04.2018)	237 number of shareholders and 10,463* Equity Shares of Rs. 10 each
Number of shareholders who approached the Company for transfer of shares from Suspense Account during the year	1
Less: Number of shareholders to whom shares were transferred from Suspense Account during the year	NIL
Aggregate number of shareholders and the outstanding shares in the Suspense Account lying at the end of the year (31.03.2019)	255 number of shareholders and 43,928* Equity Shares of Rs. 5 each
That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.	43,928* Equity Shares

**During Ayugust 2018, the Company's shares were sub-divided from face value of Rs. 10 each to face value of Rs. 5 each and thereafter the Company declard bonus issue of shares in the proportion of 1:1*

ACKNOWLEDGEMENTS

Your Directors would like to express their appreciation to the employees of the Company at all levels, members, bankers, financial institutions, regulatory bodies and other business associates for their support during the year under review.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions and/or in this report may be 'forward-looking statements' within the meaning of applicable laws and regulations. The actual results may differ materially from those expressed in the statements.

For and on behalf of the Board of Directors

Sanjay Buch

Chairman
(DIN: 00391436)

May 24, 2019
Thane

Registered Office:
A -1601, Thane One, DIL Complex,
Ghodbunder Road, Majiwada,
Thane (West) – 400 610
Maharashtra, India.

Annexure I

EXTRACT OF ANNUAL RETURN

As on the financial year ended 31.03.2019

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

FORM NO. MGT – 9

I. REGISTRATION AND OTHER DETAILS:

1	CIN	L99999MH1951PLC008485
2	Registration Date	01/05/1951
3	Name of the Company	DIL LIMITED
4	Category / Sub-Category of the Company	Category: Company limited by shares Sub-category: Indian non-government company
5	Address of the Registered office and contact details	A – 1601, Thane One, DIL Complex, Ghodbunder Road, Majiwada, Thane (West), Maharashtra – 400 610, India Tel: +91-22-6798 0800/888 Fax: +91-22-6798 0899 Email: contact@dil.net Website: www.dil.net
6	Whether listed company: Yes / No	Yes
7	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 Maharashtra, India Tel No.: +91 22 49186000 Fax No: +91 22 49186060 Email: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:

Sl. no	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Rental and leasing activities	68100	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. no	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section under the Companies Act, 2013
	Holding Company:				
1.	DVK Investments Private Limited A-1601, Thane One, 'DIL' Complex, Ghodbunder Road, Majiwada, Thane (W), Maharashtra – 400610	U67120MH2003PTC141695	Holding Company	53.91%	Section 2(46)
	Direct Subsidiaries:				
2	Aegean Properties Limited $	U45200MH1995PLC084766	Subsidiary Company	100%	Section 2(87)

Sl. no	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section under the Companies Act, 2013
3	CC Square Films Limited $	U93000MH2011PLC212089	Subsidiary Company	100%	Section 2(87)
4	Fermenta Biotech Limited (FBL) A-1501, Thane One, 'DIL' Complex, Ghodbunder Road, Majiwada, Thane (W), Maharashtra - 400610	U99999MH1986PLC134021	Subsidiary Company	91.20%*	Section 2(87)
	Step down Subsidiaries:				
5.	Fermenta Biotech (UK) Limited Charter House 8-10 Station Road Manor Park London E12 5BT	Foreign Company Registration no: 03308303	Subsidiary Company [100% subsidiary of FBL]	-	Section 2(87)
6.	G. I. Biotech Private Limited $	U24230MH2004PTC148220	Subsidiary Company [62.50% i.e. subsidiary of FBL]	-	Section 2(87)
	Associate Entities:				
7.	Health and Wellness India Private Ltd. Zela Health Clubs, No. 133 and No. 133/1, Residency Road, Bangalore, Karnataka 560025	U85100KA2008PTC047190	Associate Company	47.15%	Section 2(6)

$ Registered office address at A-1401, Thane One, 'DIL' Complex, Ghodbunder Road, Majiwada, Thane (W), Maharashtra – 400610

* The total paid up share capital of FBL includes shares issued by FBL to FBL ESOP Trust.

Note: Agastya Films LLP and Zela Wellness Private Limited ceased to be joint venture entity and associate company w.e.f. January 01, 2019 and November 29, 2018 respectively.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity Share Capital)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (31.03.2018) (FV of Rs. 10 each)				No. of Shares held at the end of the year (31.03.2019) (FV of Rs. 5 each)				% Change during the year
	Demater-ialization	Physical	Total	% of total shares	Demater-ialization	Physical	Total	% of total shares	
A. PROMOTERS									
(1) INDIAN									
a) Individual/ HUF	199085	-	199085	8.68	796340	-	796340	8.68	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	1236235	-	1236235	53.91	4944940	-	4944940	53.91	-
e) Banks / FI l)	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1)	**1435320**	**-**	**1435320**	**62.59**	**5741280**	**-**	**5741280**	**62.59**	**-**
(2) Foreign	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year (31.03.2018) (FV of Rs. 10 each)				No. of Shares held at the end of the year (31.03.2019) (FV of Rs. 5 each)				% Change during the year
	Demater-ialization	Physical	Total	% of total shares	Demater-ialization	Physical	Total	% of total shares	
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)= (A)(1)+(A)(2)	**1435320**	**-**	**1435320**	**62.59**	**5741280**	**-**	**5741280**	**62.59**	**-**
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	10	-	10	-	40	-	40	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Foreign Portfolio Investor	322	-	322	0.01	26786	-	26786	0.29	0.28
j) Others :									
Foreign Bank	-	157	157	0.01	-	628	628	0.01	-
Alternate Investment Funds	-	-	-	-	2613	-	2613	0.02	0.02
Sub-total (B)(1):-	**332**	**157**	**489**	**0.02**	**29439**	**628**	**30067**	**0.32**	**0.30**
2. Non Institutions									
a) Bodies Corp.									
i) Indian	72618	990	73608	3.21	282130	3960	286090	3.12	(0.09)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakh	398279	59909	458188	19.98	1398057	195658	1593715	17.37	(2.61)
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	254793	-	254793	11.11	1276594	-	1276594	13.92	2.81
c) Others:									
Clearing member	11615	-	11615	0.51	6385	-	6385	0.07	(0.44)
NRI (repatriation)	1601	70	1671	0.07	20928	-	20928	0.23	0.16
Non resident (non repatriable)	3689	-	3689	0.16	17719	-	17719	0.19	0.03

Category of Shareholders	No. of Shares held at the beginning of the year (31.03.2018) (FV of Rs. 10 each)				No. of Shares held at the end of the year (31.03.2019) (FV of Rs. 5 each)				% Change during the year
	Demater-ialization	Physical	Total	% of total shares	Demater-ialization	Physical	Total	% of total shares	
Hindu Undivided Family (HUF)	43362	-	43362	1.89	155556	-	155556	1.70	(0.19)
Investor Education and Protection Fund	10463	-	10463	0.46	43928	-	43928	0.48	0.02
NBFCs registered with RBI	-	-	-	-	530	-	530	0.01	0.01
Sub-total (B)(2):-	796420	60969	857389	37.39	3201827	199618	3401445	37.09	(0.30)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	796752	61126	857878	37.41	3231266	200246	3431512	37.41	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	2232072	61126	2293198	100	8972546	200246	9172792	100	-

(ii) Shareholding of Promoters

Sr. no	Shareholder's Name	Shareholding at the beginning of the year (31.03.2018) (FV of Rs. 10 each)			Shareholding at the end of the year (31.03.2019) (FV of Rs. 5 each)			% change in shareholding during the year
		No. of shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	DVK Investments Private Limited (Folio: IN30133021114196)	1236235	53.91	-	4944940	53.91	-	-
2	Mr. Krishna Vasantkumar Datla (Folio: IN30088814475110 / IN30133021122993)	199085	8.68	-	796340	8.68	-	-
	TOTAL	1435320	62.59	-	5741280	62.59	-	-

(iii) Change in Promoters' Shareholding:

Sr. no		Shareholding at the beginning of the year		Transactions during the year		Cumulative Shareholding at the end of the year	
		No.of shares held (FV of Rs. 10 each)	% of total shares of the company	Date of transaction	No. of shares	No of shares held (FV of Rs. 5 each)	% of total shares of the company
1	Krishna Datla (Folio: IN30088814475110 / IN30133021122993)						
	At the Beginning of the Year (01.04.18)	199085	8.68			199085	8.68
	Split & bonus*			10 Aug 2018	597255	796340	8.68
	At the end of the year (31.03.19)					796340	8.68

Sr. no		Shareholding at the beginning of the year		Transactions during the year		Cumulative Shareholding at the end of the year	
		No.of shares held (FV of Rs. 10 each)	% of total shares of the company	Date of transaction	No. of shares	No of shares held (FV of Rs. 5 each)	% of total shares of the company
2	DVK Investments Private Limited (Folio: IN30133021114196)						
	At the Beginning of the Year (01.04.18)	1236235	53.91			1236235	53.91
	Split & bonus*			10 Aug 2018	3708705	4944940	53.91
	At the end of the year (31.03.19)					4944940	53.91

During August 2018, the Company's shares were sub-divided from face value (FV) of Rs. 10 each to face value of Rs. 5 each and thereafter the Company declared bonus issue of shares in the proportion of 1:1

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. no	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Transactions during the year		Cumulative Shareholding at the end of the year	
		No.of shares held (FV of Rs. 10 each)	% of total shares of the company	Date of transaction	No. of shares	No of shares held (FV of Rs. 5 each)	% of total shares of the company
1	Rakesh Kantilal Shah (Folio: IN30154916838464 / IN30154936062258)						
	At the Beginning of the Year (01.04.18)	85002	3.71			85002	3.71
	Split & bonus*			10 Aug 2018	255006	340008	3.71
	At the end of the year (31.03.19)					340008	3.71
2	Shashi Gupta (Folio: 1208160000808830)						
	At the Beginning of the Year (01.04.18)	-	-			-	-
	Transfer			15 Jun 2018	5430	5430	0.24
	Transfer			22 Jun 2018	15482	20912	0.91
	Transfer			30 Jun 2018	4221	25133	1.10
	Split & bonus*			10 Aug 2018	75399	100532	1.10
	Transfer			23 Nov 2018	5160	105692	1.15
	Transfer			30 Nov 2018	1100	106792	1.16
	Transfer			07 Dec 2018	458	107250	1.17
	Transfer			31 Dec 2018	100	107350	1.17
	Transfer			04 Jan 2019	250	107600	1.17
	Transfer			11 Jan 2019	400	108000	1.18
	Transfer			01 Feb 2019	500	108500	1.18
	At the end of the year (31.03.19)					108500	1.18
3	Anupama Datla Desai (Folio: IN30133021248390)						
	At the Beginning of the Year (01.04.18)	26499	1.16			26499	1.16
	Split & bonus*			10 Aug 2018	79497	105996	1.16
	At the end of the Year (31.03.19)					105996	1.16

Sr. no	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Transactions during the year		Cumulative Shareholding at the end of the year	
		No.of shares held (FV of Rs. 10 each)	% of total shares of the company	Date of transaction	No. of shares	No of shares held (FV of Rs. 5 each)	% of total shares of the company
4	Najmuddin Gulamhusein Kheraj (Folio: IN30154916851815)						
	At the Beginning of the Year (01.04.18)	30722	1.34			30722	1.34
	Split & bonus*			10 Aug 2018	92166	122888	1.34
	Sale			23 Nov 2018	(2062)	120826	1.32
	Sale			30 Nov 2018	(10800)	110026	1.20
	Sale			07 Dec 2018	(2037)	107989	1.18
	Sale			11 Jan 2019	(3219)	104770	1.14
	At the end of the Year (31.03.19)					104770	1.14
5	Girish Gulati HUF (Folio: 1201260000155665 / 1202890001616722)						
	At the Beginning of the Year (01.04.18)	22943	1.00			22943	1.00
	Split & bonus*			10 Aug 2018	68829	91772	1.00
	Sale			17 Aug 2018	(12000)	79772	0.87
	Sale			24 Aug 2018	(6458)	73314	0.80
	Sale			07 Sep 2018	(1004)	72310	0.79
	At the end of the Year (31.03.19)					72310	0.79
6	Poonam Arora (Folio: IN30290243270608 / IN30154918081573)						
	At the Beginning of the Year (01.04.18)	15767	0.69			15767	0.69
	Transfer			11 May 2018	237	16004	0.70
	Transfer			18 May 2018	48	16052	0.70
	Split & bonus*			10 Aug 2018	48156	64208	0.70
	Transfer			31 Aug 2018	500	64708	0.71
	Transfer			14 Dec 2018	300	65008	0.71
	At the end of the Year (31.03.19)					65008	0.71
7	Edelweiss Custodial Services Limited (Folio: IN30371911036495)						
	At the Beginning of the Year (01.04.18)	-	-			-	-
	Transfer			22 Feb 2019	100	100	0.00
	Transfer			29 Mar 2019	59808	59908	0.65
	At the end of the Year (31.03.19)					59908	0.65
8	Preeti Thakkar (Folio: IN30133020684634)						
	At the Beginning of the Year (01.04.18)	11057	0.48			11057	0.48

Sr. no	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Transactions during the year		Cumulative Shareholding at the end of the year	
		No.of shares held (FV of Rs. 10 each)	% of total shares of the company	Date of transaction	No. of shares	No of shares held (FV of Rs. 5 each)	% of total shares of the company
	Split & bonus*			10 Aug 2018	33171	44228	0.48
	At the end of the Year (31.03.19)					44228	0.48
9	Pravin Kumar Agrawal (Folio: 1201090005584117)						
	At the Beginning of the Year (01.04.18)	11000	0.48			11000	0.48
	Split & bonus*			10 Aug 2018	33000	44000	0.48
	Sale			09 Nov 2018	(23059)	20941	0.23
	Sale			16 Nov 2018	(20941)	0	0.00
	Transfer			15 Mar 2019	44000	44000	0.48
	At the end of the Year (31.03.19)					44000	0.48
10	Dupen Laboratories Pvt Ltd (Folio: IN30021410472778)						
	At the Beginning of the Year (01.04.18)	10364	0.45			10364	0.45
	Split & bonus*			10 Aug 2018	31092	41456	0.45
	At the end of the Year (31.03.19)					41456	0.45

During August 2018, the Company's shares were sub-divided from face value of Rs. 10 each to face value of Rs. 5 each and thereafter the Company declared bonus issue of shares in the proportion of 1:1

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. no	For Each of the Directors and KMP	Shareholding at the beginning of the year		Transactions during the year		Cumulative Shareholding at the end of the year	
		No.of shares held (FV of Rs. 10 each)	% of total shares of the company	Date of transaction	No. of shares	No of shares held (FV of Rs. 5 each)	% of total shares of the company
1.	Krishna Datla (Folio: IN30088814475110 / IN30133021122993)						
	At the Beginning of the Year (01.04.18)	199085	8.68			199085	8.68
	Split & bonus*			10 Aug 2018	597255	796340	8.68
	At the end of the year (31.03.19)					796340	8.68
2.	Rajeshwari Datla (Folio: IN30112716154442)						
	At the Beginning of the Year (01.04.18)	31768	1.39			31768	1.39
	Split & bonus*			10 Aug 2018	95304	127072	1.39
	At the end of the year (31.03.19)					127072	1.39

During August 2018, the Company's shares were sub-divided from face value of Rs. 10 each to face value of Rs. 5 each and thereafter the Company declared bonus issue of shares in the proportion of 1:1

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (As per IND-AS)

(Rs. In Lakhs)

Indebtedness at the beginning of the financial year (01.4.18)	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	13,702.08	572.50	-	14,274.58
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	132.66	67.82	-	200.48
Total (i+ii+iii)	**13,834.74**	**640.32**	**-**	**14,475.06**
Change in Indebtedness during the financial year				
Addition	538.70	98.59	-	637.29
Reduction	500.00	-	-	500.00
Indebtedness at the end of the financial year (31.3.19)	38.70	98.59	-	137.29
i) Principal Amount	13,737.36	654.93	-	14,392.29
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	136.36	82.52	-	218.88
Total (i+ii+iii)	**13,873.72**	**737.45**	**-**	**14,611.17**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director (MD), Whole-time Directors (WTD) and/or Manager:

Sl. no.	Particulars of Remuneration	Name of Managing Director
		Mr. Krishna Datla
1.	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	13,804,324
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	407,355
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission	
	- as % of profit	-
	- others, specify…	-
5.	Others (Contribution to funds)	19,06,113
	Total (A)	**1,61,17,792**
	Ceiling as per the Act	The total remuneration paid to the Managing Director is within the limits prescribed under the Companies Act, 2013

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors		Total Amount
1.	Independent Directors	Mr. Sanjay Buch	Mr. Vinayak Hajare	
	• Fee for attending board / committee meetings • Commission • Others	Rs. 3,90,000	Rs. 4,10,000	Rs. 8,00,000
	Total (1)	**Rs. 3,90,000**	**Rs. 4,10,000**	**Rs. 8,00,000**
2.	Other Non-Executive Directors	Ms. Rajeshwari Datla	Mr. Satish Varma	
	• Fee for attending board / committee meetings • Commission • Others	Rs. 3,30,000	Rs. 3,60,000	Rs. 6,90,000
	Total (2)	**Rs. 3,30,000**	**Rs. 3,60,000**	**Rs. 6,90,000**
	Total (B) = (1+2)	**Rs. 7,60,000**	**Rs. 7,70,000**	**Rs. 14,90,000**
	Total Managerial remuneration (A+B)			
	Ceiling as per the Act	The total fees to Directors payable for attending meetings are within the limits prescribed under the Companies Act, 2013		

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sr. no.	Particulars of Remuneration		Key Managerial Personnel	
1.		Mr. Srikant Sharma (Company Secretary)	Mr. Sumesh Gandhi (CFO)	Total
	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	45,68,672 32,400 --	73,82,796 -- --	1,19,51,468 32,400 --
2.	Stock Option	--	--	--
3.	Sweat Equity	--	--	--
4.	Commission - as % of profit - others, specify	--	--	--
5.	Others (Contribution to Funds)	2,79,878	3,88,258	6,68,136
	Total	**48,80,950**	**77,71,054**	**1,26,52,004**

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY		NIL	NA		
Penalty					
Punishment					
Compounding					
B. DIRECTORS		NIL	NA		
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT		NIL	NA		
Penalty					
Punishment					
Compounding					

For and on behalf of the Board of Directors

Sanjay Buch
Chairman
(DIN: 00391436)

May 24, 2019
Thane

Registered Office:
A -1601, Thane One, DIL Complex,
Ghodbunder Road, Majiwada,
Thane (West) – 400 610
Maharashtra, India.

Annexure II

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint venture entities

Part "A": Subsidiaries

Sl. No.	Particulars					(Rs. In Lakhs)
1.	Name of the subsidiary:	Fermenta Biotech Limited	Aegean Properties Limited	CC Square Films Limited	G I Biotech Private Limited	Fermenta Biotech (UK) Limited
2.	The date since when subsidiary was acquired	30.06.1988	01.02.2002	10.01.2011	25.08.2004	10.09.2002
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	-	-	-	-	-
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR	INR	INR	INR	Pound Sterling £ (Exchange Rate: 1 GBP = 90.27 INR for assets, 90.73 for liabilities, and 91.78 INR for Profit and Loss account as on 31.03.2019)
5.	Share capital	1,770.45	30.00	5.00	1.00	183.59
6.	Reserves & surplus	26,784.87	93.89	(4.99)	3.39	(148.25)
7.	Total assets	43,038.09	125.78	0.10	4.90	35.34
8.	Total Liabilities	14,410.24	1.89	0.09	0.51	-
9.	Investments	40.08	-	-	-	-
10.	Turnover	38,925.51	18.00	0.10	-	-
11.	Profit before taxation	14,676.65	13.36	0.03	5.11	(2.10)
12.	Provision for taxation	3,374.57	3.71	-	(0.09)	-
13.	Profit after taxation	11,302.08	9.65	0.03	5.20	(2.10)
14.	Proposed Dividend	-	-	-	-	-
15.	% of shareholding	91.20%	100%	100%	62.50% subsidiary of FBL	100% subsidiary of FBL

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates	Health and Wellness India Private Ltd.
Name of Joint Ventures	-
1. Latest audited Balance Sheet Date	31.03.2019
2. Date on which the Associate or Joint Venture was associated or acquired	02.02.2011
3. Shares of Associate/Joint Ventures held by the company on the year end	
Number	30,12,504 Equity Shares
Amount of Investment in Associates/Joint Venture (Rs. In Lakhs)	475.00
Extent of Holding %	47.15%
4. Description of how there is significant influence	-
5. Reason why the associate/joint venture is not consolidated	Being an Associate, share of Profit and loss is consolidated
6. Net worth attributable to Shareholding as per latest audited Balance Sheet	-
7. Profit / Loss for the year (Rs. In Lakhs)	-
Considered in Consolidation (Rs. In Lakhs)	-
Not considered in Consolidation (Rs. In Lakhs)	-

Note: Agastya Films LLP and Zela Wellness Private Limited ceased to be joint venture entity and associate company w.e.f. January 01, 2019 and November 29, 2018 respectively.

For and on behalf of the Board of Directors

Sanjay Buch
Chairman
(DIN: 00391436)

May 24, 2019
Thane

Registered Office:
A -1601, Thane One, DIL Complex,
Ghodbunder Road, Majiwada,
Thane (West) – 400 610
Maharashtra, India.

Annexure III

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Your Company firmly believes that corporate governance is a key element in improving efficiency and growth as well as enhancing investors' confidence. The Company constantly strives towards betterment of aspects such as transparency, professionalism and accountability and thereby perpetuate it into generating long term economic value for its shareholders, customers, employees, other associated persons and the society at large. The Company is committed to good corporate governance in line with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Board of Directors of your Company reviews corporate governance norms from time to time and recommends implementation thereof.

BOARD OF DIRECTORS

The Board of Directors of the Company has an optimum combination of executive and non-executive Directors as stipulated under Regulation 17 of the Listing Regulations. The Chairman of the Board is an Independent Director. The Board of Directors affirm that the Independent Directors fulfill the conditions specified in terms of Schedule V of Regulation 34(3) of the Listing Regulations. The composition of the Board as on March 31, 2019 is as follows:

Name of Director	Category	Directorships in other companies	Chairmanship in other Committees	Membership in other Committees
Mr. Sanjay Buch (DIN: 00391436)	Chairman (Independent Director)	6	7	8
Ms. Rajeshwari Datla*** (DIN: 00046864)	Non Executive Director	2	NIL	NIL
Mr. Vinayak Hajare (DIN: 00004635)	Independent Director	4	NIL	NIL
Mr. Krishna Datla *** (DIN: 00003247)	Managing Director	6	NIL	4
Mr. Satish Varma (DIN: 00003255)	Non Executive Director	5	NIL	1

None of the Directors hold office of directorship in any listed entities.

*** *Mr. Krishna Datla is one of the Promoters of the Company. Ms. Rajeshwari Datla is a relative of Mr. Krishna Datla as per the provisions of Section 2(77) of the Companies Act, 2013.*

Following are the core competencies of the Board members as identified and available to the Company for its effective functioning in terms of Schedule V of Regulation 34(3) of the Listing Regulations:

Names	Core Competencies
Mr. Sanjay Buch	Corporate and business laws, mergers and acquisitions
Ms. Rajeshwari Datla	Pharmaceuticals
Mr. Vinayak Hajare	Investment Banking and Corporate Finance
Mr. Krishna Datla	Pharmaceuticals and Real Estate
Mr. Satish Varma	Pharmaceuticals and Real Estate

Brief profile of Directors being reappointed, as required under regulation 26(4), 36(3) of the Listing Regulations and secretarial standard on general meetings specified by the Institute of Company Secretaries of India and approved by the Central Government is provided in page number vii of this Annual Report and forms parts of this Corporate Governance Report.

BOARD MEETINGS / PREVIOUS ANNUAL GENERAL MEETING

• During the financial year under review, seven Board Meetings were held on May 15, 2018, June 18, 2018, June 21, 2018, August 10, 2018, August 14, 2018, November 13, 2018 and February 12, 2019. The maximum gap between any two board meetings was less than 120 days, as stipulated under Regulation 17(2) of the Listing Regulations.

Attendance at the seven Board meetings and previous Annual General Meeting (AGM) held on September 28, 2018 is as follows:

Name	Board Meetings attended	Attendance at previous AGM
Mr. Sanjay Buch	7	Yes
Ms. Rajeshwari Datla	7	Yes
Mr. Vinayak Hajare	7	Yes
Mr. Krishna Datla	7	Yes
Mr. Satish Varma	7	Yes

AUDIT COMMITTEE

During the year under review, five Audit Committee meetings were held on May 15, 2018, June 21, 2018, August 14, 2018, November 13, 2018 and February 12, 2019. The representatives of the Auditor(s), and Chief Financial Officer also attended the Audit Committee meeting(s).

The composition of the Audit Committee as on March 31, 2019 and the attendance of the Audit Committee members at the Committee meetings held during the financial year under review is as follows:

Name of the Director	Designation	Meetings attended
Mr. Sanjay Buch	Chairman	5
Ms. Rajeshwari Datla	Member	5
Mr. Vinayak Hajare	Member	5

The composition of the Audit Committee complies with the requirements laid down in Regulation 18 of the Listing Regulations. Mr. Sanjay Buch and Mr. Vinayak Hajare possess expertise in accounting and financial management.

The Company Secretary acts as Secretary to the Audit Committee.

- **Terms of reference:**
  The Powers, role and functions of the Audit Committee are as per the provisions of Section 177 of the Companies Act, 2013 and Regulation 18(3) read with Schedule II (Part C) of the Listing Regulations, which, inter alia include the following:

  1. Review company's financial reporting process and accounting policies and practices.
  2. Review and recommend to the Board, appointment, re-appointment and removal of Statutory and Internal Auditors and fixation of auditors remuneration and other fees, including terms of appointment.
  3. Review with management of quarterly, half-yearly and annual financial statements and auditors' report before submission to Board for approval with particular reference to:
     (a) matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
     (b) changes, if any, in accounting policies and practices and reasons for the same;
     (c) major accounting entries involving estimates based on the exercise of judgment by management;
     (d) significant adjustments made in the financial statements arising out of audit findings;
     (e) compliance with listing and other legal requirements relating to financial statements;
     (f) disclosure of any related party transactions;
     (g) modified opinion(s) in the draft audit report
  4. Review adequacy of internal control systems (including internal financial controls) and risk management systems;
  5. Review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  6. Review reports and significant findings, if any, of the Internal and Statutory Auditor and to ensure that suitable follow-up action is taken;
  7. Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
  8. Discussion with Statutory Auditors and Internal Auditors about nature and scope of audit and areas of concern;
  9. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
  10. Review, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any areas of concern;
  12. Examination of disclosure aspects of related party transactions and approval or any subsequent modification of transactions of the Company with related parties;

13. Scrutiny of inter-corporate loans and investments;
14. Valuation of undertakings or assets of the Company, wherever it is necessary;
15. Monitoring the end use of funds raised through public offers and related matters;
16. Review of financial statements of subsidiary companies, joint venture and associate companies;
17. Review substantial defaults in payments to stakeholders and creditors;
18. Review the functioning of the Vigil mechanism;
19. Approval of appointment of CFO / head of finance function after assessing the qualifications, experience and background, etc. of the candidate;
20. Any other functions as may be statutorily required.

NOMINATION AND REMUNERATION COMMITTEE

- During the year under review, two Committee meetings were held on August 14, 2018 and February 12, 2019.
- The Composition of the said Committee as on March 31, 2019 and the attendance of the Committee members in its meeting held during the financial year under review is as follows:

Name of the Director	Designation	Meetings attended
Mr. Vinayak Hajare	Chairman	2
Mr. Sanjay Buch	Member	2
Mr. Satish Varma	Member	2

The Company Secretary acts as Secretary to the Committee.

- Terms of reference:
  The terms of reference include:

  Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board, their appointment and removal.

  Carry out evaluation of every director's performance.

  Devising a policy on diversity of Board of Directors

  Formulate the criteria for determining qualifications, positive attributes and independence of a director.

  Recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel (KMP) and other employees.

  Recommend whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

  Any other terms of reference, role, responsibility and powers as may be prescribed from time to time (i) under the Companies Act, 2013 and rules made thereunder and the Listing Regulations; and/or (ii) by the Board of Directors of the Company.

NOMINATION AND REMUNERATION POLICY AND PERFORMANCE EVALUATION OF BOARD AND INDIVIDUAL DIRECTORS:

As per the Nomination and Remuneration policy of the Company ('Remuneration Policy'), the Director(s), KMP, Senior management personnel in addition to the criteria mentioned in the Act and Listing Regulations, should inter alia possess (a) relevant qualification, experience and expertise; (b) strong analytical and excellent communication skills; (c) collaborative and flexible style, with a high level of professionalism; and (d) leadership skills.

ANNUAL PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to provisions of the Act, Listing Regulations and Remuneration Policy, the Directors of the Company carried out annual performance evaluation of the Board as a whole, Committees of the Board and Individual Directors (excluding the Director being evaluated).

During the year under review, a meeting of Independent Directors of the Company was held to: (a) review the performance of Chairperson, Non-Independent Directors and the Board as a whole; (b) assess the quality, quantity and timeliness of flow of information between the Company management and the Board.

The evaluation was done through a structured process and forms, covering various aspects such as composition of Board, professional knowledge and expertise, performance of individual roles and duties including contribution in Board / Committee meetings, protection of interest of all stakeholders etc.

Details of remuneration of Directors for the financial year ended March 31, 2019 are as follows:

Name of Director	Sitting Fees* (Rs.)	Salary (Rs.)	Contribution to PF and other funds (Rs)	Benefits & Perquisites (Rs)	Total (Rs)	No. of shares held (FV of Rs. 5)
Mr. Sanjay Buch Independent Director	3,90,000	-	-	-	3,90,000	NIL
Ms. Rajeshwari Datla Non-Executive Director	3,30,000	-	-	-	3,30,000	1,27,072
Mr. Vinayak Hajare Independent Director	4,10,000	-	-	-	4,10,000	NIL
Mr. Krishna Datla** Managing Director	-	13,804,324	19,06,113	407,355	16,117,792	7,96,340
Mr. Satish Varma Non-Executive Director	3,60,000	-	-	-	3,60,000	NIL
TOTAL	**14,90,000**	**13,804,324**	**19,06,113**	**407,355**	**1,76,07,792**	**9,23,412**

* *Sitting Fees include fees for Board and Committee Meetings @ Rs. 40,000 and Rs. 10,000 per meeting respectively.*

** *The agreement between the Company and the Managing Director is for a period of three years effective May 9, 2018. Either party is entitled to terminate the said agreement by giving not less than three months' notice in writing to the other party or such other period as may be mutually decided.*

The Company has not granted any Stock Option to any Director. There has been no materially relevant pecuniary transaction or relationship between the Company and its Non-Executive / Independent Directors during the year under review, except as stated above.

The Non-Executive Directors receive sitting fees for attending the meetings of Board of Directors and its Committees.

STAKEHOLDERS RELATIONSHIP COMMITTEE

- During the year under review, four Stakeholders Relationship Committee meetings were held on May 15, 2018, August 14, 2018, November 13, 2018 and February 12, 2019. The composition of the Committee as on March 31, 2019 and the attendance at the said Committee meeting is as follows

Name of the Director	Designation	Meetings attended
Mr. Sanjay Buch	Chairman	4
Mr. Vinayak Hajare	Member	4
Mr. Krishna Datla	Member	4
Mr. Satish Varma	Member	4

The Company Secretary acts as a Secretary to Stakeholders Relationship Committee.

- **Terms of Reference:**

The Committee, inter alia, deals in matters relating to:

i) Redressal of Members' grievances.

ii) Issue of duplicate Share Certificates.

iii) Review of Dematerialized shares.

iv) Transfer and Transmission of shares.

v) Non-receipt of Annual Reports and declared dividends.

vi) Other matters related to shares and/or investor grievances.

SHAREHOLDER INFORMATION

- Name and designation of Compliance Officer: Mr. Srikant N. Sharma - Company Secretary.
  Investor Helpdesk:
  Mr. Srikant Sharma
  DIL Limited, A -1601, Thane One, DIL Complex, Ghodbunder Road, Majiwada, Thane (West) – 400 610, Maharashtra, India
  Tel No.: 022-67980800 Fax: 022-67980899
  e-mail: srikant.sharma@dil.net

INVESTOR COMPLAINTS AND THEIR REDRESSAL

- The numbers of investor complaints received and resolved during the financial year 2018-19 were 3.
- Pending complaints as on March 31, 2019 were NIL.

GENERAL BODY MEETINGS

- Details of the last three Annual General Meetings of the Company and Special Resolution(s) passed are as follows:

Year	Date and Time	Venue	Special Resolution(s) passed
2015-16	September 27, 2016 at 3:00 p.m.	Thane One, DIL Complex, Ghodbunder Road, Majiwada, Thane (West) – 400 610.	1) Creation of mortgage and / or change under Section 180 (1) (a) of the Companies Act, 2013
2016-17	September 29, 2017 at 3:00 p.m.	Thane One, DIL Complex, Ghodbunder Road, Majiwada, Thane (West) – 400 610.	-
2017-18	September 28, 2018 at 3:00 p.m.	Thane One, DIL Complex, Ghodbunder Road, Majiwada, Thane (West) – 400 610.	1) Re-appointment of Mr. Krishna Datla as Managing Director

Postal Ballot

1. During the financial year 2017-18, the following special resolutions were passed by way of Postal Ballot as under:

Special Resolutions	Number of votes cast in favour of the resolution	Number of votes cast against the resolution
Loans, guarantees, securities and investments	1775276	100
Increase in borrowing powers of the Company	1775276	100
Creation of charges and sale, lease or otherwise disposal of assets	1775376	-

2. During the financial year 2018-19, the following special resolution was passed by way of Postal Ballot as under:

Special Resolutions	Number of votes cast in favour of the resolution	Number of votes cast against the resolution
Alteration to the Objects Clause of the Memorandum of Association of the Company	1749809	10

The Company had provided its members the facility to exercise their right to vote through the postal ballot including the Electronic Voting on all the resolutions as set out above, in the Notices of the respective Postal Ballot. The Company had engaged the services of Central Depository Services Limited ("CDSL") to provide the remote e-voting facility. The Company appointed Mr. V. N. Deodhar (Membership No. FCS 1880), Proprietor of V. N. Deodhar & Co., Practising Company Secretaries as the Scrutinizer to scrutinize the entire Postal Ballot process for the special resolution(s) as mentioned above. The above results were displayed on the Notice Board of the Company and other statutory intimation(s) of the above Postal Ballot results were completed within the stipulated timelines.

COMPANY POLICIES

Vigil Mechanism Policy

The Company has adopted a Whistle Blower Policy as part of Vigil Mechanism for Directors and employees to report instances of unethical acts, actual or suspected fraud or violation of DIL's Code or other similar genuine concerns or grievances. The Vigil Mechanism Policy is displayed on the Company's website at http://www.dil.net/Company-Policies.html

Policy on Dealing with Related Party Transactions ('RPT Policy')

The RPT Policy of the Company lays down the process to be adopted by the Company for: (a) identification of potential Related Party/ies; (b) materiality thresholds for RPT(s); (c) manner of dealing with and approving the transactions between the Company and its related parties. The RPT Policy also lays down the disclosure requirements of related party transactions, if any and the criteria for determining ordinary course of business and arm's length transactions.

The RPT Policy can be viewed at the Company's website at www.dil.net/ Company-Policies.html

During the year under review, there were no materially significant related party transactions entered by the Company with Promoters, Directors or Key Managerial Personnel or their relatives which may have a potential conflict with the interest of the Company at large. Except as otherwise provided in this Annual report, none of the Directors has any pecuniary relationships or transactions with the Company.

Policy for Determining Material Subsidiary

The Company has adopted a policy for determining material subsidiary as required by the Listing Regulations. The objective of this policy is to lay down criteria for identification and dealing with material subsidiaries and to formulate a governance framework for subsidiaries of the Company. The policy is uploaded on the website of the Company and can be viewed at www.dil.net/Company-Policies.html.

Familiarization Programme for Independent Directors

The Company has adopted 'Familiarization Programme' for Independent Directors to ensure that the Independent Directors are familiarized with the Company's business operations, strategies, business model, nature of industry in which Company operates and role, duties and responsibilities of an Independent Director of the Company. The details of Familiarization Programme are available at www.dil.net/Company-Policies.html.

Disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is provided in page number 57 of this annual report.

Disclosures

- The risk management reports are placed before the Audit Committee and Board of Directors for review.
- During the last three years, there were no instances of non-compliance by the Company and no penalties or strictures were imposed on the Company by the Stock Exchange(s) or SEBI or any statutory authority, on any matter related to the capital markets.
- Pursuant to Regulation 17(8) read with Part B of Schedule II of the Listing Regulations, the Managing Director and the Chief Financial Officer have submitted a certificate to the Board of Directors for the financial year ended March 31, 2019. The Certificate has been reviewed by the Audit Committee and taken on record by the Board of Directors.
- **Reconciliation of Share Capital Audit**

  Reconciliation of Share Capital Audit for during FY 2018-19, certified by a Practising Company Secretary on a quarterly- basis, confirms that the total issued / paid – up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.
- **Compliance with Mandatory Requirements**

  The Company has complied with all the mandatory requirements, as applicable in terms of Schedule V of the Listing Regulations.
- **Compliance with Discretionary Requirements as per Part E of Schedule II of the Listing Regulations**

  The Company has adopted D & E of the Non-Mandatory requirements as provided in Part E of Schedule II of the Listing Regulations and not adopted A, B and C since they are discretionary requirements.
- **Response of the Company's management in relation to the –**

  (a) 'Basis of qualified opinion' and

  (b) 'Qualified opinion';

  as mentioned in the Independent Auditor's Report in page no. 89 of this Annual Report is:

  The Company has not made any provision for share application money given to Noble Explochem Ltd (Noble) whose total equity as at 31st March, 2018 is negative. One of the creditors of Noble has moved an application to the National Company Law Tribunal (NCLT) under the Insolvency and Bankruptcy Code, 2016. The Company has also submitted its claim as financial creditors to Insolvency Resolution Professional (IRP) to protect its interest, which has been taken on the record by the NCLT. Considering the large asset value Noble holds, the management is confident of recovery of this amount, hence no provision for impairment is necessary.

MEANS OF COMMUNICATION

- The Quarterly, Half Yearly and Annual results, published in the proforma prescribed under the Listing Regulations, are approved by the Audit Committee and taken on record by the Board of Directors of the Company within the prescribed time limit. The approved results are forthwith sent to BSE Limited in prescribed format where the Company's shares are listed.

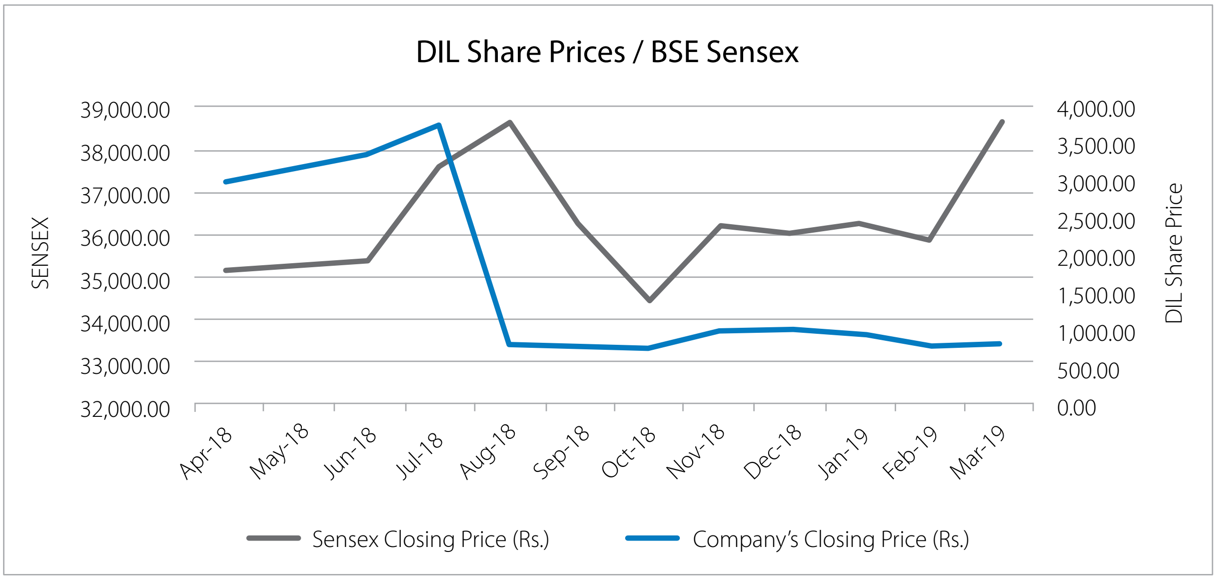
Newspapers wherein quarterly results are published:	Business Standard (English), Sakal (Marathi), Navakal (Marathi)*, Financial Express (English)*, Mint (English)* **only for Q3 for FY 2018-19*
Any website, where displayed:	Yes, BSE website (www.bseindia.com) and the Company's website (www.dil.net)
Online filing with BSE Corporate Compliance & Listing Centre:	All periodical compliances of the Company as per Listing Regulations are also being filed online with the BSE Corporate Compliance & Listing Centre.
SEBI Complaints Redress System (SCORES) :	The investor complaints, if any, can be uploaded on the SCORES. These complaints are processed in a centralized web based complaints redress system of SEBI (SCORES). The salient features of this system is centralised database of all complaints, online upload of Action Taken Reports (ATRs) and online viewing by investors of actions taken on the complaint and its current status.
Whether it also displays official news releases and presentations made to institutional investors or to analysts:	Yes
Management discussion and analysis report (MD&A) is a part of the Annual report or not:	MD&A Report forms part of the Annual Report.
Annual General Meeting :	Monday, July 8, 2019 at 3.00 p.m. at Thane One, DIL Complex, Ghodbunder Road, Majiwada, Thane (West) – 400 610, Maharashtra, India.
Financial Year	April 01 to March 31
Financial reporting for the quarter ending June 30, 2019:	By August 14, 2019
Financial reporting for the quarter ending September 30, 2019:	By November 14, 2019
Financial reporting for the quarter ending December 31, 2019:	By February 14, 2020
Financial reporting for the year ending March 31, 2020:	By May 30, 2020
Date of Book closure	Tuesday, July 2, 2019 to Monday, July 8, 2019 (both days inclusive)
Dividend Payment Date	Final dividend (2018-19) of Rs. 1.25 per equity share (25%) of Rs. 5 each, if declared at this AGM, shall be paid on or after Saturday, July 13, 2019
Listing on Stock Exchanges	BSE Limited (Listing fees for the year 2019-20 have been paid)
Scrip Code on BSE Limited	506414
Market Price Data	High / low of the Company's Stock Price during each month in the financial year ended March 31, 2019

Month	DIL Limited	
	High (Rs.)	Low (Rs.)
April 2018	3,249.00	2,696.85
May 2018	3,800.00	2,490.00
June 2018	4,095.00	2,612.10
July 2018	3,910.00	3,076.00
August 2018*	3,900.00	763.60
September 2018	907.00	768.60
October 2018	828.95	691.00
November 2018	1,048.00	777.05
December 2018	1,027.50	932.00
January 2019	1,125.00	863.20
February 2019	964.00	763.00
March 2019	860.00	725.00

- Performance in comparison to broad-based indices such as BSE Sensex.

Month	Company's Closing Price (Rs.)	Sensex Closing Price (Rs.)	No. of shares of the Company traded
April 2018	3,024.10	35,160.36	46,918
May 2018	3,193.30	35,322.38	86,833
June 2018	3,385.70	35,423.48	96,626
July 2018	3,759.45	37,606.58	28,391
August 2018*	817.75	38,645.07	1,89,670
September 2018	781.75	36,227.14	1,04,171
October 2018	785.30	34,442.05	1,22,074
November 2018	1,000.35	36,194.30	1,88,775
December 2018	1,012.00	36,068.33	66,175
January 2019	957.70	36,256.69	1,02,046
February 2019	809.55	35,867.44	66,509
March 2019	823.05	38,672.91	53,380

** During August 2018, the Company's shares were sub-divided from face value of Rs. 10 each to face value of Rs. 5 each and thereafter the Company declared bonus issue of shares in the proportion of 1:1*



Registrar and Transfer Agents	:	Link Intime India Private Limited C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 Maharashtra, India Tel No.: +91 22 49186000 Fax No: +91 22 49186060 Email : rnt.helpdesk@linkintime.co.in

- **Share Transfer System:**
  Shares are normally transferred within a period of 15 days from the date of receipt, provided the documentation is in order. In order to expedite the process of share transfers, the Board of Directors has delegated the powers of share transfer and/ or related matters to Mr. Sanjay Buch, Chairman of the Stakeholders Relationship Committee and/ or Mr. Vinayak Hajare, Member of the Stakeholders Relationship Committee and/or Mr. Srikant Sharma, Company Secretary, who attends the share transfer formalities at least once in a fortnight. The meeting of Stakeholders Relationship Committee is also held once in every three months. All transfers of shares in physical mode are registered and approved by authorised signatories of the Company.

- Distribution of the Company's equity shareholding as on March 31, 2019:

Sr. No.	Range in no. of Shares	Holding (no. of shares)	Amount (Rs.)	% to Total Amount	No. of Holders	% to Total Holders
1	1 - 500	622215	3110625	6.7823	4503	86.3968
2	501 - 1000	260311	1301555	2.8379	380	7.2909
3	1001 - 2000	224059	1120295	2.4426	158	3.0315
4	2001 - 3000	130581	652905	1.4236	52	0.9977
5	3001 - 4000	91643	458215	0.9991	26	0.4988
6	4001 - 5000	72219	361095	0.7873	16	0.3070
7	5001 -10000	181147	905735	1.9748	27	0.5180
8	10000 and above	7590707	37953535	82.7524	50	0.9593
	Total	**9172792**	**45863960**	**100**	**5212**	**100**

- Equity Shareholding Pattern as on March 31, 2019

	Shareholding (no. of shares)	% of holding
Promoters	57,41,280	62.59
Clearing Members	6,385	0.06
Foreign Banks & NRIs	39,275	0.43
Other Bodies Corporate and Funds	3,16,019	3.44
Nationalized Banks	40	0
General Public	28,70,309	31.29
Hindu Undivided Family	1,55,556	1.70
IEPF	43,928	0.49
TOTAL	**91,72,792**	**100**

- **Dematerialization of Shares:** The Company and Link Intime India Private Limited, has signed Tripartite Agreements with the National Securities Depository Ltd. and the Central Depository Services (India) Ltd. respectively. The shares of the Company are compulsorily traded in the dematerialized form in the Stock Exchange. Presently 97.82% of the equity shares of the Company have been dematerialized.

- **Address for Correspondence:**

Link Intime India Private Limited
C 101, 247 Park
L B S Marg, Vikhroli West,
Mumbai – 400 083.
Maharashtra, India
Tel No.: +91 22 49186000
Fax No.: +91 22 49186060
Email : rnt.helpdesk@linkintime.co.in

DIL Limited
A -1601, Thane One, DIL Complex,
Ghodbunder Road, Majiwada,
Thane (West) – 400 610
Maharashtra, India.
ISIN: INE225B01013
Tel No.: + 91 22 66230800
Fax No.: + 91 22 6798 0899
Email: srikant.sharma@dil.net

For and on behalf of the Board of Directors

Sanjay Buch
Chairman
(DIN: 00391436)

May 24, 2019
Thane

Registered Office:
A -1601, Thane One, DIL Complex,
Ghodbunder Road, Majiwada,
Thane (West) – 400 610
Maharashtra, India.

CODE OF CONDUCT

Declaration as required under Regulation 26(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

All Directors and senior management of the Company have affirmed compliance with the Code of Conduct for the financial year ended March 31, 2019

For and on behalf of the Board of Directors

Sanjay Buch
Chairman
(DIN: 00391436)

May 24, 2019
Thane

Registered Office:
A -1601, Thane One, DIL Complex,
Ghodbunder Road, Majiwada,
Thane (West) – 400 610
Maharashtra, India.

Annexure IV

Statement of Disclosure of Remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) and (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Information under rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2018-19:

Sr. no.	Name	Designation	Ratio of remuneration of director to median Remuneration of employees
1	Mr. Krishna Datla	Managing Director	27:1

2. Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2018-19:

Sr. no.	Name	Designation	% increase
1	Mr. Krishna Datla	Managing Director	70%
2	Mr. Sumesh Gandhi	Chief Financial Officer	14%
3	Mr. Srikant Sharma	Company Secretary	13%

3. Percentage increase in the median remuneration of employees in the financial year 2018-19: 20%
4. Number of permanent employees on the rolls of the company: 25
5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

% increase made in the salaries of employees other than the managerial personnel	11%
% increase in the managerial remuneration	13.50%

6. Affirmation that the remuneration is as per the remuneration policy of the Company: Yes

Information under rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Name	Designation	Remuneration received (Rs.)	Nature of employment, whether contractual or otherwise	Qualifications and experience	Date of commencement of employment	Age (Years)	Last employment	% of shares held	Whether relative of director
Krishna Datla	Managing Director	1,61,17,792	Contractual	B. Com. Around 15 years of experience	29/01/2005	38	-	8.68	Relative of Ms. Rajeshwari Datla

For and on behalf of the Board of Directors

Sanjay Buch
Chairman
(DIN: 00391436)

May 24, 2019
Thane

Registered Office:
A -1601, Thane One, DIL Complex,
Ghodbunder Road, Majiwada,
Thane (West) – 400 610
Maharashtra, India.

Annexure V

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
DIL Ltd.
A -1601, Thane One,
DIL Complex,
Ghodbunder Road,
Majiwada, Thane (West),
Thane - 400610.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by DIL Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by DIL Limited ("the Company") for the financial year ended on 31st March, 2019 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

  (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

  (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

  (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit period),

  (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the Company during the Audit period),

  (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit period),

  (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

  (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit period);

  (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit period); and

  (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(vi) During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. We have been informed that there are no laws applicable specifically to the Company. Additionally, we have been informed that compliance of various statues is monitored on monthly basis by the Compliance officer and necessary action is initiated for any non-compliance.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreement entered into by the Company with BSE Ltd in respect of Issue and Listing of Securities;

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and its operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **V. N. DEODHAR & CO.,**

V.N.DEODHAR
Proprietor.
FCS NO.1880
C.P. No. 898

Place: Mumbai
Date: May 24, 2019

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this Report.

Annexure A

To,
The members,
DIL Ltd.

Our Secretarial Audit Report of even date for the financial year ended 31st March, 2019 is to be read along with this letter.

1. Maintenance of Secretarial Record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our Audit.

2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial Records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management Representation about the Compliance of Laws, Rules & Regulations and happening of events, etc.

5. The Compliance of provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **V. N. DEODHAR & CO.,**

V.N.DEODHAR
Proprietor.
FCS NO.1880
C.P. No. 898

Place: Mumbai
Date: May 24, 2019

Annexure VI

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
DIL Ltd.
A -1601, Thane One,
DIL Complex,
Ghodbunder Road,
Majiwada, Thane (West),
Thane - 400610.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of DIL Limited having CIN L99999MH1951PLC008485 and having registered office at A-1601, Thane One, DIL Complex, Ghodbunder Road, Majiwade, Thane (West) - 400 610, (hereinafter referred to as 'the Company') produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(4) read with Schedule V Para C- sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identifications Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanation furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No	Name of Director	DIN	Date of Appointment in Company
01	Mr. Sanjay Ramakant Buch	00391436	28/04/2007
02	Mr. Krishna Vasantkumar Datla	00003247	09/05/2010
03	Mr. Vinayak Manohar Hajare	00004635	18/06/2009
04	Ms. Rajeshwari Datla	00046864	21/07/2005
05	Mr. Satish Azad Nadimpally Varma	00003255	01/07/2003

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For V. N. DEODHAR & CO.,
COMPANY SECRETARIES

V.N.DEODHAR
PROP.
FCS NO.1880
C.P. No. 898

Place: Mumbai
Date: 24th May, 2019

STANDALONE FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To The Members of DIL Limited

Report on the Audit of the Standalone Financial Statements

Qualified Opinion

We have audited the accompanying standalone financial statements of DIL Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the Basis for Qualified Opinion section below, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its loss, total comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

Basis for Qualified Opinion

The Company has given share application money of Rs. 597.00 Lakhs (as at March 31, 2018: Rs. 597.00 Lakhs) to an entity whose accumulated losses (other equity) at Rs. 4,635.38 Lakhs, substantially exceed its equity share capital of Rs. 1,920.55 Lakhs, as at 31st March, 2018, as per the latest available audited financial statements as at for the year ended 31st March, 2018. Further, the independent auditors of that entity, in their modified audit report dated 30th May, 2018, on the aforesaid financial statements, have inter-alia reported that the entity's operations have been suspended since December 2006, and have also expressed their inability to comment whether that entity can be considered as a "Going Concern" and whether its assets would be adequate to meet its liabilities [See note 49(b) to the standalone financial statements]. For the reasons stated in the said note 49(b), the Management of the Company believes that no impairment is deemed necessary. Having regard to the foregoing and in the absence of sufficient appropriate audit evidence, we are unable to comment whether the aforesaid outstanding share application money would be recoverable including the consequential impact, if any, of such impairment that may be required to be made in the standalone financial statements. This matter was also qualified in our report on the standalone financial statements for the year ended March 31, 2018.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our qualified opinion on the standalone financial statements.

Emphasis of Matter

We draw attention to note 1A on the standalone financial statements regarding the Company having filed an application seeking sanction of the scheme of amalgamation of Fermenta Biotech Limited, its subsidiary, with the Company, to National Company Law Tribunal, Mumbai with the appointed date of April 01, 2018. As stated in the said note 1A, the above Scheme shall be effective post receipt of required approvals.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. We have determined that there are no other key audit matters to communicate in our report beyond the matter addressed in the Basis for Qualified Opinion section of our report.

Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, for example, performance highlights, management discussion & analysis, board's report, etc. but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.
- Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report, that:

   a) We have sought and except for the matter described in the Basis for Qualified Opinion section above, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion section above, proper books of account as required by law have been kept by the Company, so far as it appears from our examination of those books.

   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

   d) In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion section above, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

   e) The matter described in the Basis for Qualified Opinion section above, in our opinion, may have an adverse effect on the functioning of the Company.

   f) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

   g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion section above.

   h) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses a qualified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting for the reasons stated therein.

   i) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

   j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – See Note 50 to the standalone financial statements.

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Rajesh K. Hiranandani
Partner
(Membership No. 36920)

Place: Mumbai
Date: May 24, 2019

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1 (h) under 'Report on Other Legal and Regulatory Requirements' of our report of even date to the members of DIL Limited)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of DIL Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Basis for Qualified opinion

According to the information and explanations given to us and based on our audit, a material weakness has been identified in the Company's internal financial controls over financial reporting in respect of the assessment of impairment in the carrying value of share application money given, wherein the Company does not have relevant internal financial controls in place, which could potentially result in recognising this financial asset at a value more than its recoverable amount and consequential understatement of loss and overstatement of other equity as at March 31, 2019.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

Qualified Opinion

In our opinion, to the best of our information and according to the explanations given to us, except for the possible effects of the material weakness described in Basis for Qualified Opinion paragraph above on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as of March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

We have considered the material weakness identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the standalone financial statements of the Company for the year ended March 31, 2019, and the material weakness has affected our opinion on the said standalone financial statements of the Company and we have issued a qualified opinion on the standalone financial statements.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Rajesh K. Hiranandani
Partner
(Membership No. 36920)

Place: Mumbai
Date: May 24, 2019

Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the members of DIL Limited)

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The fixed assets were physically verified during the year by the Management of the Company in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered indenture and other documents, and where the title deeds have been pledged during the year and in the previous year as security for loans given to the Company, copies of the registered indenture and other documents duly acknowledged by the lenders, provided to us by the Management of the Company, we report that, the title deeds, comprising all the immovable properties of land and buildings, disclosed under 'Property, plant and equipment' and 'Investment Property' in the standalone financial statements, are held in the name of the Company as at the balance sheet date, except as described below:

(Rs. In Lakhs)

Particulars	As at March 31, 2019		Remarks
	Cost or deemed cost	Carrying amount	
Freehold land Located at Village Takwe (Budruk), Tal – Maval District - Pune admeasuring 21.39 Acres	8.06	8.06	The land is held in Trust in the name of the Managing Director and one of the directors of the Company and which has been confirmed by them as at the year end.

(ii) The Company does not have any inventory and hence reporting under clause 3(ii) of the Order is not applicable.

(iii) According to the information and explanations given to us, the Company has granted unsecured loans aggregating Rs.37.00 Lakhs repayable on demand to a Company, which is an associate of the Company, covered in the register maintained under Section 189 of the Companies Act, 2013, in respect of which:

(a) The terms and conditions of the grant of such loan are, in our opinion, prima facie, not prejudicial to the interest of the Company.

(b) The schedule of repayment of principal and payment of interest has not been stipulated and in the absence of such schedule, we are unable to comment on the regularity of the repayments or receipts of principal amounts and interest.

(c) As stated above, the schedule of repayment of principal and payment of interest is not stipulated. The Company has, as at the year end, made an allowance to fully impair the loan and as explained to us, the Company is not taking any steps for recovery of the principal and interest.

According to the information and explanations given to us, apart from the above, the Company has not granted loans, secured or unsecured, to firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Companies Act, 2013 in respect of grant of loans. The Company has not given any guarantee and has not made any investments covered under section 186 of the Companies Act, 2013, and has not granted any loan covered under section 185 of the Companies Act, 2013.

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit to which the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, as amended, are applicable and hence reporting under clause 3(v) of the Order is not applicable.

(vi) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013.

(vii) According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Goods and Services Tax and other material statutory dues applicable to it with the appropriate authorities.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Goods and Services Tax and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.

(c) According to the records of the Company, the dues of Sales Tax and Service Tax on account of disputes as on March 31, 2019 are given below:

Statute	Nature of Dues	Forum where dispute is pending	Period to which the amount relates	Amount involved (Rs. In Lakhs)*	Amount paid under protest (Rs. In Lakhs)
(1)	(2)	(3)	(4)	(5)	(6)
The Gujarat Sales Tax Act	Sales tax and penalty	Sales Tax Appellate Tribunal	1992-1994	4.63	-
Central Excise Act, 1944	Service tax and penalty	High Court, Bombay	2000-2001	18.75	3.75

*Net of amount paid under protest disclosed in column (6)

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions and banks. The Company has not taken any loans or borrowings from government and has not issued any debentures.

(ix) In our opinion and according to the information and explanations given to us, money raised by way of the term loans have been applied by the Company during the year for the purposes for which they were raised. The Company has not raised money by way of initial public offer or further public offer (including debt instruments).

(x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.

(xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

(xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with sections 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties identified by the Management of the Company and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.

(xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause 3(xiv) of the Order is not applicable.

(xv) In our opinion and according to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with its directors or directors of its holding, subsidiary or associate companies or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Rajesh K. Hiranandani
Partner
(Membership No. 36920)

Place: Mumbai
Date: May 24, 2019

dil LIMITED

Standalone Balance Sheet as at March 31, 2019

(Rs. In Lakhs)

	Notes	As at March 31, 2019	As at March 31, 2018
ASSETS			
Non-current assets			
a) Property, plant and equipment	3	1,080.51	1,177.82
b) Investment property	4	8,177.20	8,409.48
c) Intangible assets	5	1.36	2.12
d) Investments	6		
i) Investments in equity instruments of subsidiaries		10,032.20	10,032.20
ii) Investments in associates		-	700.00
iii) Investments in joint ventures		-	-
(e) Financial assets			
i) Investments	7	57.67	7.57
ii) Share application money	8	597.00	906.86
iii) Loans	9	0.32	31.85
iv) Other financial assets	10	175.19	222.89
f) Deferred tax assets (Net)	48C	2,297.83	-
g) Non-current tax assets (Net)	11	328.92	98.32
h) Other non-current assets	12	169.17	161.53
Total non-current assets		22,917.37	21,750.64
Current assets			
a) Financial assets			
i) Investments	13	114.79	105.89
ii) Trade receivables	14	25.04	28.20
iii) Cash and cash equivalents	15	111.46	134.89
iv) Bank balances other than (iii) above	16	15.25	22.26
v) Loans	17	30.03	8.30
vi) Other financial assets	18	29.75	69.19
b) Other current assets	19	79.96	140.29
Total current assets		406.28	509.02
TOTAL ASSETS		23,323.65	22,259.66
EQUITY AND LIABILITIES			
Equity			
a) Equity share capital	20	458.64	229.32
b) Other equity	21	5,525.13	6,242.59
Total equity		5,983.77	6,471.91
Liabilities			
Non-current liabilities			
a) Financial liabilities			
i) Borrowings	22	12,706.30	13,201.79
ii) Other financial liabilities	23	353.32	533.73
b) Provisions	24	189.23	71.89
c) Other non-current liabilities	25	871.20	171.18
Total non-current liabilities		14,120.05	13,978.59
Current liabilities			
a) Financial liabilities			
i) Borrowings	26	654.93	572.50
ii) Trade payables	27		
A) Total outstanding dues of micro and small enterprises		-	-
B) Total outstanding dues of creditors other than micro and small enterprises		265.34	179.64
iii) Other financial liabilities	28	1,680.15	897.54
b) Provisions	29	17.33	16.48
c) Other current liabilities	30	602.08	143.00
Total current liabilities		3,219.83	1,809.16
TOTAL EQUITY AND LIABILITIES		23,323.65	22,259.66
See accompanying notes 1 to 51 to the standalone financial statements		-	-

In terms of our report attached

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants

Rajesh K. Hiranandani
Partner

For and on behalf of the Board of Directors of DIL Limited

Sanjay Buch
Chairman

Krishna Datla
Managing Director

Rajeshwari Datla
Director

Satish Varma
Director

Vinayak Hajare
Director

Dr Gopakumar Nair
Additional Director

Srikant N. Sharma
Company Secretary

Sumesh Gandhi
Chief Financial Officer

Mumbai, May 24, 2019

Thane, May 24, 2019

Standalone Statement of Profit and Loss for the year ended March 31, 2019

(Rs. In Lakhs)

	Notes	Year ended March 31, 2019	Year ended March 31, 2018
Income:			
Revenue from operations	31	1,935.41	1,250.83
Other income	32	32.26	37.99
Total Income		**1,967.67**	**1,288.82**
Expenses:			
Employee benefits expense	33	567.37	577.26
Depreciation and amortisation expense	34	378.53	382.64
Finance costs	35	1,596.08	1,063.43
Other expenses	36	1,990.59	1,611.96
Total expenses		**4,532.57**	**3,635.29**
Loss before tax		**(2,564.90)**	**(2,346.47)**
Tax expense:			
Current tax		-	-
Deferred tax charge/(credit)	48C	(2,297.83)	69.00
Total tax expense		**(2,297.83)**	**69.00**
Loss for the year		**(267.07)**	**(2,415.47)**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements of defined benefit plan		(85.39)	(5.29)
Fair value change in investment in equity instruments measured at fair value through other comprehensive income		2.57	1.12
Total other comprehensive income / (loss) for the year		**(82.82)**	**(4.17)**
Total comprehensive loss for the year		**(349.89)**	**(2,419.64)**
Earnings per equity share of Rs. 5 each (Post split & post bonus)	37		
Basic (in Rs.)		(2.91)	(26.33)
Diluted (in Rs.)		(2.91)	(26.33)
See accompanying notes 1 to 51 to the standalone financial statements			

In terms of our report attached

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants

Rajesh K. Hiranandani
Partner

Mumbai, May 24, 2019

For and on behalf of the Board of Directors of DIL Limited

Sanjay Buch
Chairman

Krishna Datla
Managing Director

Rajeshwari Datla
Director

Satish Varma
Director

Vinayak Hajare
Director

Dr Gopakumar Nair
Additional Director

Srikant N. Sharma
Company Secretary

Sumesh Gandhi
Chief Financial Officer

Thane, May 24, 2019

Standalone Cash Flow Statement for the year ended March 31, 2019

(Rs. In Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
A. Cash flows from operating activities		
Loss before tax	(2,564.90)	(2,346.47)
Adjustments for:		
Depreciation and amortisation expense	378.53	382.64
(Profit)/Loss on sale of property, plant and equipment (Net)	(4.94)	5.70
Provision for impairment of non-current investment in a associate	863.85	588.00
Loss on sale of shares of an associate	61.48	-
Net gain on fair valuation of investments through profit and loss	(8.90)	(5.45)
Provision for share of loss in a joint venture in excess of cost of investment	-	13.02
Finance costs	1,596.08	1,063.43
Interest income	(18.30)	(13.10)
Dividend income	(0.08)	(0.05)
Allowance for doubtful inter corporate deposit/debts and advances	37.00	5.52
Operating profit/(loss) before working capital changes	**339.82**	**(306.76)**
Movements in working capital :		
Decrease in trade receivables	3.16	6.18
Decrease in other assets	68.82	160.59
Increase in trade payables	85.68	103.50
Increase/(decrease) in provisions	32.80	(17.70)
Increase in other liabilities	1,259.07	256.39
	1,789.35	**202.20**
Income taxes paid	(230.60)	(69.92)
Net cash generated from operations (A)	**1,558.75**	**132.28**
B. Cash flows from investing activities		
Payments for purchase of property, plant and equipment, investment property including capital work-in-progress and intangible assets	(45.28)	(452.85)
Proceeds from disposal of property, plant and equipment	12.23	5.23
Interest received	11.98	6.75
Purchase of investments		
In a subsidiary	-	(8,292.95)
In a Joint venture	-	(58.00)
Proceeds from sale of investments		
In an associate	37.00	-
Dividend received	0.08	0.05
Bank balances not considered as cash and cash equivalents	7.01	(107.26)
Net cash generated from/(used in) investing activities (B)	**23.02**	**(8,899.03)**
C. Cash flows from financing activities		
Proceeds from borrowings	582.44	14,592.50
Repayment of borrowings	(464.72)	(4,744.99)
Finance costs	(1,577.68)	(944.69)
Dividend paid	(121.67)	(60.07)
Dividend distribution tax paid	(23.57)	(11.67)
Net cash (used in) / generated from financing activities (C)	**(1,605.20)**	**8,831.08**

Standalone Cash Flow Statement for the year ended March 31, 2019

(Rs. In Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Net increase / (decrease) in cash and cash equivalents (A)+(B)+(C)	**(23.43)**	**64.33**
Cash and cash equivalents at the beginning of the year	134.89	70.56
Cash and cash equivalents at the end of the year	**111.46**	**134.89**
Components of cash and cash equivalents		
Cash on hand	0.29	1.65
Balances with banks in current account	111.17	133.24
Total cash and cash equivalents (Refer note 15)	**111.46**	**134.89**
See accompanying notes 1 to 51 to the standalone financial statements		

In terms of our report attached

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants

Rajesh K. Hiranandani
Partner

Mumbai, May 24, 2019

For and on behalf of the Board of Directors of DIL Limited

Sanjay Buch
Chairman

Krishna Datla
Managing Director

Rajeshwari Datla
Director

Satish Varma
Director

Vinayak Hajare
Director

Dr Gopakumar Nair
Additional Director

Srikant N. Sharma
Company Secretary

Sumesh Gandhi
Chief Financial Officer

Thane, May 24, 2019

dil LIMITED

Statement of Changes in Equity for the year ended March 31, 2019

(a) Equity share capital: (Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Balance at the beginning of the year	229.32	229.32
Add: Issue of Bonus shares	229.32	-
Balance at the end of the year	**458.64**	**229.32**

(b) Other equity (Rs. In Lakhs)

	Reserves and surplus			Items of Other comprehensive income	Total
	Capital reserve	General reserve	Retained earnings	Equity instruments through OCI	
Balance as at April 01, 2017	**1,140.00**	**4,171.15**	**3,413.64**	**6.44**	**8,731.23**
Loss for the year	-	-	(2,415.47)	-	(2,415.47)
Other comprehensive income/(loss) for the year	-	-	(5.29)*	1.12	(4.17)
Payment of dividend (including dividend distribution tax)	-	-	(69.00)	-	(69.00)
Balance as at March 31, 2018	**1,140.00**	**4,171.15**	**923.88**	**7.56**	**6,242.59**
Loss for the year	-	-	(267.07)	-	(267.07)
Other comprehensive income/(loss) for the year	-	-	(85.39)*	2.57	(82.82)
Payment of dividend (including dividend distribution tax)	-	-	(138.25)	-	(138.25)
Utilised for issue of Bonus shares	-	(229.32)	-	-	(229.32)
Balance as at March 31, 2019	**1,140.00**	**3,941.83**	**433.17**	**10.13**	**5,525.13**

(c) Total equity (Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Total equity [(a)+(b)]	5,983.77	6,471.91

See accompanying notes 1 to 51 to the standalone financial statements

In terms of our report attached

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants

Rajesh K. Hiranandani
Partner

Mumbai, May 24, 2019

For and on behalf of the Board of Directors of DIL Limited

Sanjay Buch
Chairman

Krishna Datla
Managing Director

Rajeshwari Datla
Director

Satish Varma
Director

Vinayak Hajare
Director

Dr Gopakumar Nair
Additional Director

Srikant N. Sharma
Company Secretary

Sumesh Gandhi
Chief Financial Officer

Thane, May 24, 2019

Notes to Standalone Financial Statements for the year ended March 31, 2019

1. Corporate information

DIL Limited ('the Company') is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1913. Its shares are listed on Bombay Stock Exchange. The registered office of the Company is located at A- 1601,Thane One, DIL Complex, Ghodbunder Road, Majiwade, Thane (West) 400610. The Company is engaged in the business of renting properties. The Company also has strategic investments in subsidiaries / associates / joint venture companies primarily dealing in manufacturing and marketing of bulk drugs and providing services of sporting and health awareness/education activities.

Scheme of amalgamation

1A. The Board of Directors in its meeting held on June 21, 2018, have approved the scheme of amalgamation of Fermenta Biotech Limited (FBL), a subsidiary of the Company, with the Company. The Company, having received no adverse observation from Bombay Stock Exchange, has subsequently filed an application seeking sanction of the scheme of amalgamation to National Company Law Tribunal, Mumbai, with the appointed date of 1st April, 2018. The above Scheme shall be effective post receipt of required approvals and accordingly, the standalone financial statements do not reflect the impact, on account of the Scheme.

1B. The aforesaid scheme of amalgamation, when effective, will enable the Company to utilize the funds available with FBL for purposes, including, to settle its current liabilities, which as at March 31, 2019 exceed its current assets by Rs. 2,403.77 Lakhs (other than amount aggregating Rs. 409.78 Lakhs due to FBL) as per the standalone audited financial statements of the Company and funds required for the Company for ongoing business activities. Pending the scheme becoming effective, FBL would continue to provide financial support to the Company, as and when required.

2. Significant accounting policies

2.1 Statement of Compliance

The standalone financial statements are prepared in accordance with and in compliance, in all material aspects, with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other provisions of the Act.

2.2 Basis of preparation and presentation

The financial statements have been prepared on the historical cost basis, except for: (i) certain financial instruments that are measured at fair values at the end of each reporting period; and (ii) defined benefit plan – plan assets that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

(a) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 input are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or liability.

The Company has consistently applied accounting policies to all periods presented in these Standalone financial statements.

Notes to Standalone Financial Statements for the year ended March 31, 2019

(b) Operating cycle

Based on the nature of activities of the Company, the Company has determined its operating cycle as twelve months for the purpose of classification of its assets and liabilities as current and non-current.

(c) Foreign currencies

In preparing the Standalone financial statements of the Company, transactions in currencies other than the Company's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non -monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for exchange differences on foreign currency borrowing relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

(d) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Interest income earned on the temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(e) Employee Benefits

1. Defined contribution plan: The Company contributes towards state governed provident fund scheme, employee state insurance scheme (ESIC) and superannuation scheme for eligible employees. The Company has no further payment obligations once the contributions have been paid. Hence, payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

2. Defined benefit plan: The employees' gratuity fund scheme represents defined benefit plan. The cost of providing benefits is determined using projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of changes to the assets (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with the a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

   (1) service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);

   (2) net interest expenses or income; and

   (3) remeasurement

   The Company presents the first two components of defined benefit costs in Statement of profit and loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service cost.

3. Short term and other long term employee benefits : A liability is recognised for benefits accruing to employees in respect of wages, salaries and bonus in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service. Liabilities recognised in respect of short term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

   Liabilities recognised in respect of other long term employee benefits are actuarially measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

Notes to Standalone Financial Statements for the year ended March 31, 2019

(f) Income Taxes

Income Tax expense represents the sum of the tax currently payable and deferred tax.

i) Current tax:

Current tax is the amount of income tax payable in respect of taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible under the Income Tax Act, 1961. The current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

ii) Deferred tax:

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit under the Income Tax Act, 1961.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognized for all the deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflect the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Minimum Alternate Tax ('MAT') credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

iii) Presentation of current and deferred tax:

Current and deferred tax are recognized in the statement of profit and loss, except when they relate to items that are recognised in Other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Company has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Company.

(g) Revenue recognition

The Company derives revenue primarily from rental income from investment property and rendering of related services. Revenue is recognized when it is probable that economic benefits associated with a transaction flows to the Company in the ordinary course of its activities and the amount of revenue can be measured reliably. Revenue is measured at the fair value of the consideration received or receivable. Revenue includes only the gross inflows of economic benefits, received and receivable by the Company, on its own account. Amounts collected on behalf of third parties such as sales tax, and goods and services tax are excluded from revenue.

Rental income from investment property

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Initial direct costs incurred in negotiating and arranging an operating lease are recognised over the lease term on the same basis as rental income.

Rendering of services:

Revenue from services rendered is recognized pro-rata over the period of the contract in the Statement of profit and loss as the underlying services are performed. Infrastructure support services, consists of maintenance of common area in the investment property and supply of essential services. Revenue from such services is recognized in accordance with the terms of agreement entered into with individual lessees.

Interest and dividend:

Interest income from financial assets is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time proportion basis, by reference to the principal outstanding and the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the life of the financial assets to that asset's net carrying amount on initial recognition.

Interest on income tax refund is recognized on receipt of the refund order.

Dividend income is recognized when the Company's right to receive payment is established.

(h) Property, plant and equipment (PPE)

The Company had applied for one time exemption of considering the carrying value on the transition date i.e; April 01, 2016 as the deemed cost under Ind AS for its property, plant and equipment.

Items of property, plant and equipment are stated in balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any. Freehold land is not depreciated. Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, borrowing costs capitalised for qualifying assets in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of property, plant and equipment and is recognised in profit or loss.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and capital work-in-progress) less their residual values on straight-line method over their useful lives as indicated in Part C of Schedule II of the Companies Act, 2013 and based on assessment /estimate made by management. Depreciation methods, useful lives and residual values are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The estimated useful lives of the property, plant and equipment are as follows:

Assets	Estimated useful life (in years)
Buildings	
- On freehold land	60
- Roads/ hardscaping works	10
Leasehold improvements	30
Plant and equipment	15
Computers (included in property, plant and equipment)	3
Furniture and fixtures	6
Vehicles	8

(i) Investment property

The Company had applied for one time exemption of considering the carrying value as on transition date i.e. April 01, 2016, as the deemed cost under Ind AS for its investment property.

Notes to Standalone Financial Statements for the year ended March 31, 2019

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured-initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with the requirements of Ind AS 16 as per the cost model.

Transfers to, or from, investment property shall be made when, and only when, there is a change in use, evidenced by:

(a) Commencement of owner-occupation, for a transfer from investment property to owner-occupied property

(b) Commencement of development with a view to sale, for a transfer from investment property to inventories

(c) End of owner-occupation, for a transfer from owner-occupied property to investment property;

(d) Commencement of an operating lease to another party, for a transfer from inventories to investment property

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

The estimated useful lives for Investment property are as follows:

Assets	Estimated useful life (in years)
Buildings	60
Plant and equipment	15

(j) Intangible assets

The Company had applied for one-time exemption of considering the carrying value on the transition date i.e. April 01, 2016 as the deemed cost under Ind AS for its intangible assets.

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. The amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

An intangible asset is derecognised upon disposal or when no future economic benefits are expected to arise from use or disposal. Any gain or loss arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, is recognised in Statement of profit and loss when the assets is derecognised.

The estimated useful lives of Intangible assets are as follows:

Assets	Estimated useful life (in years)
Computer Software	3-6

(k) Impairment of tangible and intangible assets other than goodwill

At the end of each reporting period, the Company reviews the carrying amount of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the assets belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units on a reasonable and consistent allocation basis.

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is determined:

(i) in the case of an individual asset, at the higher of the net selling price and the value in use; and

(ii) in the case of a cash generating unit (a Group of assets that generates identified, independent cash flows), at the higher of the cash generating unit's net selling price and the value in use.

(The amount of value in use is determined as the present value of estimated future cash flows from the continuing use of an asset and from its disposal at the end of its useful life. For this purpose, the discount rate (pre-tax) is determined based on the weighted average cost of capital of the Company suitably adjusted for risks specified to the estimated cash flows of the asset).

For this purpose, a cash generating unit is ascertained as the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets.

If recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, such deficit is recognised immediately in the Statement of profit and loss as impairment loss and the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss is recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the Statement of profit and loss.

(l) Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets

Initial recognition and measurement:

All financial assets are recognised initially at fair value. Transaction costs that are directly attributable to the acquisition of financial assets are added to the fair value of the financial asset on initial recognition. Transaction costs directly attributable to the acquisition of financial assets as at fair value through profit or loss are recognised immediately in profit or loss. All regular way purchases or sales of financial assets are recognised or derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories –

1. Debt instruments at amortised cost
2. Debt instruments at fair value through other comprehensive income (FVTOCI)
3. Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
4. Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) The contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial recognition, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. Interest revenue calculated using the EIR is included in other income in the Statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

Debt instrument at FVTOCI

A 'debt instrument' is measured as at FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The contractual terms of the instrument give rise on specified dates to cash flows that are SPPI on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI). However, the Company recognises interest income, impairment losses / reversals and foreign exchange gain or loss in the profit or loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to profit or loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Notes to Standalone Financial Statements for the year ended March 31, 2019

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortised cost or as FVTOCI, is classified as at FVTPL. In addition, the Company may elect to designate a debt instrument, which otherwise meets amortised cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Equity Instruments

All equity Instruments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading, are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument- by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument including foreign exchange gain or loss, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

1) The contractual rights to receive cash flows from the asset have expired, or

2) The Company has transferred its rights to receive contractual cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either

    a) the Company has transferred substantially all the risks and rewards of the asset, or

    b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement; in that case the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost

b) Financial assets that are debt instruments and are measured as at FVTOCI

c) Lease receivables under Ind AS 17

d) Trade receivables or any contractual right to receive cash or another financial asset

e) Loan commitments which are not measured as at FVTPL

f) Financial guarantee contracts which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or any contractual right to receive cash or another financial asset.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

Notes to Standalone Financial Statements for the year ended March 31, 2019

Financial liabilities and equity instruments

Classification as debts or equity:

Debts and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments:

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue cost.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in Statement of profit and loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities:

Initial recognition and measurement:

All financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the issue of financial liabilities (other than financial liabilities fair valued through profit or loss) are deducted from the fair value of the financial liabilities on initial recognition. Transaction costs directly attributable to the issue of financial liabilities fair valued through profit or loss are recognised immediately in profit or loss.

Subsequent measurement:

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, financial guarantee contracts, issued by the Company, and commitments issued by the Company to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies set out below.

Financial liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is either contingent consideration recognised by the Company as an acquirer in a business combination to which Ind AS 103 applies or is held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the 'Other income' line item.

However, for non-held-for-trading financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit, or loss, in which case these effects of changes in credit risk are recognised in profit or loss. The remaining amount of change in the fair value of liability is always recognised in profit and loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are reflected immediately in retained earnings and are not subsequently reclassified to profit or loss.

Gains or losses on financial guarantee contracts and loan commitments issued by the Company that are designated by the Company as at FVTPL are recognised in Statement of profit or loss.

Fair value is determined in the manner described in notes 42.

Notes to Standalone Financial Statements for the year ended March 31, 2019

Financial liabilities at amortised cost:

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Derecognition of financial liabilities:

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the Statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(m) Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Company as lessor:

Amounts due from lessees under finance leases are recognised as receivables at the amount of the company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the company's net investment outstanding in respect of the leases.

Rental income from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

The Company as lessee:

Assets held under finance leases are initially recognised as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the standalone balance sheet as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Company's general policy on borrowing costs [see note 2(d) above]. Contingent rentals are recognised as expenses in the periods in which they are incurred.

Rental expense from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

(n) **Investments in equity instruments of subsidiaries:**

Investments in equity instruments of subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of profit and loss.

(o) **Provisions, contingent liabilities and contingent assets**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flow estimated to settle the present obligation, its carrying amount is the present value of those cash flows "when the effect of the time value of money is material".

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Contingent assets are not recognized in the financial statements of the Company. A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare case where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the standalone financial statements.

(p) **Earnings per share**

The Company presents basic and diluted earnings per share data for its equity shares

Basic earnings per share is calculated by dividing the profit attributable to equity shareholders by the weighted average number of equity shares outstanding during the financial year. The Company does not have any potential equity shares, and accordingly, the basic earnings per share and diluted earnings per share are the same.

(q) **Cash and cash equivalents**

Cash and cash equivalents in the balance sheet comprise cash with banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the Statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

(r) **Operating segments:**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker ("CODM") of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segments and accordingly is identified as the chief operating decision maker.

s) **Cash dividends to equity holders**

The Company recognises a liability to make cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Notes to Standalone Financial Statements for the year ended March 31, 2019

(t) Use of estimates and Judgements

The preparation of the Company's financial statements requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are included in the following notes:

Fair value measurement of financial instruments:

When the fair values of financials assets and financial liabilities recorded in the financial statements cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques which involve various judgements and assumptions.

Useful lives of property, plant and equipment, investment property and intangible assets:

The charge in respect of periodic depreciation and amortisation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by the management at the time when the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technical or commercial obsolescence arising from changes or improvements in production or from a change in market demand of the product or service output of the asset.

Assets and obligations relating to employee benefit:

The employment benefit obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost/ (income) include the discount rate, inflation and mortality assumptions. Any changes in these assumptions will impact upon the carrying amount of employment benefit obligations.

Tax expense: [refer note 2(f)]

The Company's tax jurisdiction is India. Significant judgements are involved in determining the provision for income taxes, if any, including amount expected to be paid/recovered for uncertain tax positions. Further, significant judgement is exercised to ascertain amount of deferred tax asset (DTA) that could be recognised based on the probability that future taxable profits will be available against which DTA can be utilized and amount of temporary difference in which DTA cannot be recognised on want of probable taxable profits.

Valuation of investment property [refer note 47]

Impairment of tangible and intangible assets other than goodwill [refer note 2(k)]

Provisions and Contingencies: [refer note 2(o)]

(u) Recent Accounting pronouncements

Standards issued but not yet effective and not early adopted by the Company.

Ind AS 116 Leases

On March 30, 2019, the Ministry of Corporate Affairs (MCA) has notified Ind AS 116 Leases, under Companies (Indian Accounting Standards) Amendment Rules, 2019 which is applicable with effect from April 01, 2019. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lease accounting model for lessee and requires the lessee to recognize right of use assets and lease liabilities for all leases with a term of more than twelve months, unless the underlying asset is low value in nature. Currently, operating lease expenses are charged to the Standalone statement of profit and loss. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17. As per Ind AS 116, the lessee needs to recognise depreciation on rights of use assets and finance costs on lease liabilities in the Standalone statement of profit and loss. The lease payments made by the lessee under the lease arrangement will be adjusted against the lease liabilities.

The Company is currently evaluating the impact on account of implementation of Ind AS 116 on the standalone financial statements.

Notes to Standalone Financial Statements for the year ended March 31, 2019

Amendment to Ind AS 12 'Income Taxes'

On March 30, 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 12 'Income Taxes'. The amendments require an entity to recognise the income tax consequences of dividends as defined in Ind AS 109 when it recognises a liability to pay a dividend. The income tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distributions to owners. Therefore, an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The amendment will come into force for accounting periods beginning on or after April 1, 2019. The Company is evaluating the effect of the above in the standalone financial statements.

Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments:

On March 30, 2019, Ministry of Corporate Affairs (MCA) has notified the Companies (Indian Accounting Standards) Amendment Rules, 2019 containing Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments which clarifies the application and measurement requirements in Ind AS 12 when there is uncertainty over income tax treatments. The current and deferred tax asset or liability shall be recognized and measured by applying the requirements in Ind AS 12 based on the taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates determined by applying this appendix. The amendment is effective for annual periods beginning on or after April 1, 2019. The Company is evaluating the effect of the above in the standalone financial statements.

Amendment to Ind AS 19 'Employee Benefits':

On March 30, 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 19 'Employee Benefits' in connection with accounting for plan amendments, curtailments and settlements. The amendments require an entity to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement and to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling. The amendment will come into force for accounting periods beginning on or after April 1, 2019. The Company is evaluating the effect of the above in the standalone financial statements.

Notes to Standalone Financial Statements for the year ended March 31, 2019

Note 3 - Property, plant and equipment

(Rs. In Lakhs)

	Freehold land	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Leasehold improvements	Total
At cost or deemed cost as at April 01, 2017	**20.79**	**412.01**	**130.26**	**12.84**	**110.31**	**192.77**	**878.98**
Additions	-	196.88	110.72	166.70	-	-	474.30
Disposals	-	-	-	-	(10.93)	-	(10.93)
Balance as at March 31, 2018	**20.79**	**608.89**	**240.98**	**179.54**	**99.38**	**192.77**	**1,342.35**
Additions	-	-	2.13	16.11	-	-	18.24
Transfer to Investment Property	(20.79)	-	-	-	-	-	(20.79)
Disposals	-	-	-	-	(10.33)	-	(10.33)
Balance as at March 31, 2019	**-**	**608.89**	**243.11**	**195.65**	**89.05**	**192.77**	**1,329.47**
Accumulated depreciation							
As at April 01, 2017	-	9.24	11.08	8.93	26.37	9.69	65.31
Depreciation expense	-	12.34	24.12	28.40	24.67	9.69	99.22
Eliminated on disposals of assets	-	-	-	-	-	-	-
Balance as at March 31, 2018	**-**	**21.58**	**35.20**	**37.33**	**51.04**	**19.38**	**164.53**
Depreciation expense	-	12.50	23.48	29.61	12.19	9.69	87.47
Eliminated on disposals of assets	-	-	-	-	(3.04)	-	(3.04)
Balance as at March 31, 2019	**-**	**34.08**	**58.68**	**66.94**	**60.19**	**29.07**	**248.96**
Carrying amount							
As at March 31, 2018	**20.79**	**587.31**	**205.78**	**142.21**	**48.34**	**173.39**	**1,177.82**
As at March 31, 2019	**-**	**574.81**	**184.43**	**128.71**	**28.86**	**163.70**	**1,080.51**

(Refer Note 22- For details of assets pledged as security)

Note 4 - Investment property

(Rs. In Lakhs)

	Freehold land	Buildings	Plant and equipment	Total
At cost or deemed cost as at April 01, 2017	**-**	**6,614.08**	**2,213.13**	**8,827.21**
Additions	-	117.90	25.64	143.54
Disposals	-	-	-	-
Balance as at March 31, 2018	**-**	**6,731.98**	**2,238.77**	**8,970.75**
Additions	-	-	37.23	37.23
Transfer from Property, plant and equipment	20.79	-	-	20.79
Disposals	-	-	-	-
Balance as at March 31, 2019	**20.79**	**6,731.98**	**2,276.00**	**9,028.77**
Accumulated depreciation				
As at April 01, 2017	-	135.19	143.44	278.63
Depreciation expense	-	138.04	144.60	282.64
Eliminated on disposals of assets	-	-	-	-
Balance as at March 31, 2018	**-**	**273.23**	**288.04**	**561.27**
Depreciation expense	-	138.04	152.26	290.30
Eliminated on disposals of assets	-	-	-	-
Balance as at March 31, 2019	**-**	**411.27**	**440.30**	**851.57**
Carrying amount				
As at March 31, 2018	**-**	**6,458.75**	**1,950.73**	**8,409.48**
As at March 31, 2019	**20.79**	**6,320.71**	**1,835.70**	**8,177.20**

Notes:

Land includes Rs. 8.06 Lakhs, being cost of land held in trust by the managing director and one of the directors of the Company.

Refer Note 22- For details of assets pledged as security

Notes to Standalone Financial Statements for the year ended March 31, 2019

Note 5 - Intangible assets (other than internally generated)

(Rs. In Lakhs)

	Computer software	Total
At cost or deemed cost as at April 01, 2017	3.78	3.78
Additions	-	-
Balance as at March 31, 2018	**3.78**	**3.78**
Additions	-	-
Balance as at March 31, 2019	**3.78**	**3.78**
Accumulated amortisation		
As at April 01, 2017	0.88	0.88
Amortisation expense	0.78	0.78
Balance as at March 31, 2018	**1.66**	**1.66**
Amortisation expense	0.76	0.76
Balance as at March 31, 2019	**2.42**	**2.42**
Carrying amount		
As at March 31, 2018	**2.12**	**2.12**
As at March 31, 2019	**1.36**	**1.36**

Note 6 - Investments-Unquoted (Non-current)

(Rs. In Lakhs)

		As at March 31, 2019	As at March 31, 2018
i)	**Investments in subsidiaries- in equity instruments Unquoted (Fully paid up) (At cost less impairment in the value of investments, if any)**		
a)	Aegean Properties Limited.	30.00	30.00
	30,000 Equity shares of Rs. 100 each (as at March 31, 2018 - 30,000)		
b)	Fermenta Biotech Limited.*	10,002.20	10,002.20
	1,65,92,536 Equity shares of Rs. 10 each (as at March 31, 2018 - 1,65,92,536)		
c)	CC Square Films Limited	5.00	5.00
	50,000 Equity shares of Rs. 10 each (as at March 31, 2018 - 50,000)		
	Less: Impairment in the value of investment	(5.00)	(5.00)
		10,032.20	**10,032.20**
	Aggregate amount of unquoted investments before impairment	10,037.20	10,037.20
	Aggregate amount of impairment in value of investments	5.00	5.00

*During the previous year, the Company had acquired 38,30,072 equity shares (Face Value of Rs. 10 each) of Fermenta Biotech Limited, representing 21.05% of the issued and paid up equity share capital of Fermenta Biotech Limited from Evolvence India Life Sciences Fund LLC for a consideration of Rs. 8,280.00 lakhs. Subsequent to the transfer of equity shares, the Company's holding in Fermenta Biotech Limited had increased to 91.20% of the total shareholding.

(Rs. In Lakhs)

		As at March 31, 2019	As at March 31, 2018
ii)	**Investment in associates - In equity instruments Unquoted (Fully paid up) (At cost less impairment in value of investments, if any)**		
a)	Health and Wellness India Private Limited	475.00	475.00
	30,12,504 Equity shares of Rs. 10 each (as at March 31, 2018 - 30,12,504)		
	Less: Impairment in the value of investment	(475.00)	-
b)	Zela Wellness Private Limited [Refer notes 49(a)]		
	1,03,234 Equity shares of Rs. 10 each as at March 31, 2018	-	225.00
		-	**700.00**
Aggregate amount of investments before impairment		475.00	700.00
Aggregate amount of impairment in value of investments		475.00	-

Notes to Standalone Financial Statements for the year ended March 31, 2019

Note 6 - Investments-Unquoted (Non-current)

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
iii) **Investment in joint ventures In equity instruments Unquoted (Fully paid up) (At cost less impairment in value of investments, if any)**		
Agastya Films LLP	-	588.00
Less: Impairment in the value of investment	-	(588.00)
	-	-
Aggregate amount of investments before impairment	-	588.00
Aggregate amount of impairment in value of investments	-	588.00
	-	-

Note: The list of subsidiaries, joint ventures and associates along with proportion of ownership interest held and country of incorporation are disclosed in note 47 of the consolidated financial statement.

Note 7 - Investments (Non-current):

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Equity instruments:		
Unquoted Investments (all fully paid up)		
Investments in equity instruments at FVTPL		
Biodil Marsing Private Limited	5.90	5.90
59,000 Equity shares of Rs. 10 each (as at March 31, 2018 - 59,000)		
Less: Impairment in the value of investment	(5.90)	(5.90)
Investments in equity instruments at FVTOCI		
Zela Wellness Private Limited [Refer notes 49(a)]		
58,048 Equity shares of Rs. 10 each	126.52	-
Less: Impairment in the value of investment	(78.99)	-
	47.53	-
Total aggregate unquoted Investments (A)	**47.53**	-
Quoted Investments (all fully paid)		
Investments in equity instruments at FVTOCI		
Abbott India Limited	10.14	7.57
139 Equity shares of Rs. 10 each (as at March 31, 2018 - 139)		
Total aggregate quoted investments (B)	**10.14**	**7.57**
Total Non-current investments (A+B)	**57.67**	**7.57**
Aggregate carrying value of unquoted investment before impairment	132.42	5.90
Aggregate amount of impairment in value of investments	84.89	5.90
Aggregate book value of quoted investments	10.14	7.57
Aggregate market value of quoted investments	10.14	7.57

Note 8 - Share application money

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Health and Wellness India Private Limited	309.86	309.86
Less: Impairment in the value of investment	(309.86)	-
Noble Explochem Limited [Refer note 49(b)]	597.00	597.00
	597.00	**906.86**

Notes to Standalone Financial Statements for the year ended March 31, 2019

Note 9 - Loans (Non-current)

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Inter corporate deposit- unsecured, considered doubtful	37.00	-
Less : Allowance for doubtful inter corporate deposit	(37.00)	-
Loans to employees	0.32	31.85
	0.32	**31.85**
Amount outstanding as at year end		
- Health and Wellness India Private Limited	37.00	-
Maximum amount outstanding during the year		
- Health and Wellness India Private Limited	37.00	-
This loan was granted to Health and Wellness India Private Limited for the purpose of their business.		

Note 10 - Other financial assets (Non-current)

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Security deposits	53.19	100.89
Bank deposits with remaining maturity of more than 12 months* (Refer note 16)	122.00	122.00
	175.19	**222.89**
*This includes deposits,		
- held in the form of Debt Security Reserve (DSR) with Kotak Mahindra Bank Limited	110.00	110.00
- kept for fund based bank guarantee with Union Bank of India	12.00	12.00

Note 11- Non-current tax assets (Net)

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Advance income-tax (Net of provision for tax)	328.92	98.32
	328.92	**98.32**

Note 12 - Other non-current assets

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Advance for supply of goods and services		
Unsecured, considered good	45.91	23.07
Unsecured, considered doubtful	19.01	19.01
	64.92	**42.08**
Less: Allowance for doubtful advances	19.01	19.01
	45.91	**23.07**
Capital Advances	0.61	-
Prepaid expenses	118.90	134.71
Balances with government authorities	3.75	3.75
	123.26	**138.46**
	169.17	**161.53**

Notes to Standalone Financial Statements for the year ended March 31, 2019

Note 13 - Investments (Current)

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
In Mutual funds at FVTPL*		
Unquoted investments (Units of Rs. 10 each fully paid)		
Union Capital Protection Oriented Fund - Series 7	114.79	105.89
10,00,000 units (As at March 31, 2018 - 10,00,000)		
	114.79	**105.89**

* Investments in mutual funds have been fair valued at the closing net asset value (NAV).

Note 14 - Trade receivables (Current)

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Trade receivables considered good-Unsecured		
Due by a firm in which director is a partner	-	2.24
Due by others	25.04	25.96
Trade receivables considered doubtful-Unsecured	4.34	4.34
Less: Allowance for doubtful debts	(4.34)	(4.34)
	25.04	**28.20**
Movement of allowance for doubtful debts		
Balance at the beginning of the year	4.34	-
Addition during the year	-	4.34
Reversal during the year	-	-
Balance at the end of the year	4.34	4.34

Note 15 - Cash and cash equivalents

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Balances with banks in current accounts	111.17	133.24
Cash on hand	0.29	1.65
	111.46	**134.89**

Note 16 - Bank balances other than cash and cash equivalents

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Earmarked balances with banks		
Unpaid dividend accounts	15.25	22.26
In deposit accounts with remaining maturity of more than 12 months * (Refer note below)	122.00	122.00
	137.25	**144.26**
Amount disclosed under other non-current financial assets (Refer note 10)	(122.00)	(122.00)
	15.25	**22.26**
*This consists of deposits,		
- held in the form of Debt Security Reserve (DSR) with Kotak Mahindra Bank Limited	110.00	110.00
- kept for fund based bank guarantee with Union Bank of India	12.00	12.00

Note 17 - Loans (Current)

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Unsecured, considered good		
Loans to employees	30.03	8.30
	30.03	**8.30**

Notes to Standalone Financial Statements for the year ended March 31, 2019

Note 18 - Other financial assets (Current)

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Interest accrued but not due from banks and others	18.31	11.99
Others		
Unsecured, considered good*	11.44	57.20
Unsecured, considered doubtful	1.18	1.18
	12.62	**58.38**
Less: Allowance for doubtful advances	(1.18)	(1.18)
	11.44	**57.20**
	29.75	**69.19**
* previous year amount includes inter-corporate deposit given to an associate		
Amount outstanding as at the year end		
- Health and Wellness India Private Limited	-	22.50
Maximum amount outstanding during the year		
- Health and Wellness India Private Limited	-	22.50

This loan was granted to Health and Wellness India Private Limited for the purpose of their business.

Note 19 - Other current assets

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Unsecured, considered good		
Prepaid expenses	71.02	85.58
Balances with government authorities	4.21	4.58
Gratuity Fund	4.73	-
Others	-	50.13
	79.96	**140.29**

Note 20 - Equity share capital

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Authorised share capital:		
98,40,000 Equity shares of Rs. 5/- each (as at March 31, 2018 - 49,20,000 Equity shares of Rs. 10/- each)	492.00	492.00
1,60,000 Unclassified shares of Rs. 5/- each (as at March 31, 2018 - 80,000 Unclassified shares of Rs. 10/- each)	8.00	8.00
	500.00	**500.00**
Issued, subscribed and fully paid up:		
91,72,792 Equity shares of Rs. 5/- each (as at March 31, 2018 - 22,93,198 Equity shares of Rs. 10/- each)	458.64	229.32
	458.64	**229.32**

a) Details of shareholders holding more than 5% equity shares in the Company (Rs. In Lakhs)

Name of the shareholder	As at March 31, 2019		As at March 31, 2018	
Equity shares of Rs. 5/- each (as at March 31, 2018 Rs. 10/- each) fully paid,	No of shares in lakhs	% holding in the class	No of shares in lakhs	% holding in the class
DVK Investments Private Limited, the holding company	49.44	53.91%	12.36	53.91%
Mr. Krishna Datla	7.96	8.68%	1.99	8.68%

Notes to Standalone Financial Statements for the year ended March 31, 2019

Note 20 - Equity share capital

b) Shares held by holding company

Out of equity shares issued by the Company, shares held by its holding Company are as below. (Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
DVK Investments Private Limited		
49,44,940 Equity shares of Rs. 5/-each fully paid (as at March 31, 2018 -12,36,235 Equity shares of Rs. 10/-each fully paid)	247.25	123.62

c) Rights, preferences and restrictions

The Company has only one class of equity shares having a par value of Rs. 5/- per share (March 31, 2018: Rs. 10/- per share). Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend, if any, proposed by the Board of Directors is subject to shareholders' approval in the ensuing Annual General Meeting, except in case of interim dividend.

The Board of Directors of the Company in its meeting held on May 15, 2018 had recommended dividend at the rate 25% on equity shares having face value of Rs. 10 each for the year ended March 31, 2018. Pursuant to the split and issue of bonus shares referred in note 20(d) below, the Board of Directors at their meeting held on August 14, 2018 recommended dividend of 25% on equity shares having face value of Rs. 5 each on enhanced equity share capital which has been approved by the shareholders at their Annual General Meeting held on September 28, 2018 and paid subsequently. Refer note 46 (ii) for dividend on equity shares paid by the Company during the year.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

d) Reconciliation of shares outstanding at the beginning and at the end of the year

	As at March 31, 2019	As at March 31, 2018
	Number of Shares	Number of Shares
Equity Shares		
Opening Balance	22,93,198	22,93,198
Add: Split of Shares	22,93,198	-
Add: Issue of Bonus Shares	45,86,396	-
Closing Balance	**91,72,792**	**22,93,198**

During the year, the Company has split the face value of equity shares of the Company from face value of Rs. 10 per share to face value of Rs. 5 per share and thereafter has also allotted bonus equity shares in the ratio of one fully paid up equity share of Rs. 5 each for every one existing fully paid up equity share of Rs. 5 each held by the members, which has been approved by the shareholders through postal ballot. The record date for implementation of above corporate events was fixed on 9th August, 2018. In view of the above, the Company's revised paid up share capital as at 31st March, 2019 is Rs. 458.64 Lakhs consisting of 91,72,792 equity shares of Rs. 5 each as against paid up share capital of Rs. 229.32/- lakhs consisting of 22,93,198 equity shares of Rs. 10/- each pertaining to previous year.

The earnings per share has been adjusted for previous year presented in accordance with Ind AS 33 "Earnings per Share" prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder. (Refer Note 37)

Note 21- Other equity

(Rs. In Lakhs)

	Reserves and surplus			Total
	Capital reserve	General reserve	Retained earnings	
Balance as at April 01, 2017	1,140.00	4,171.15	3,413.64	8,731.23
Loss for the year	-	-	(2,415.47)	(2,415.47)
Other comprehensive income/(loss) for the year	-	-	(5.29)*	(4.17)
Payment of dividend (including dividend distribution tax)	-	-	(69.00)	(69.00)
Balance as at March 31, 2018	**1,140.00**	**4,171.15**	**923.88**	**6,242.59**

Notes to Standalone Financial Statements for the year ended March 31, 2019

Note 21 - Other equity (*contd.*)

	Reserves and surplus			Total
	Capital reserve	General reserve	Retained earnings	
Loss for the year	-	-	(267.07)	(267.07)
Other comprehensive income/(loss) for the year	-	-	(85.39)*	(82.82)
Payment of dividend (including dividend distribution tax)	-	-	(138.25)	(138.25)
Utilised for issue of Bonus shares	-	(229.32)	-	(229.32)
Balance as at March 31, 2019	**1,140.00**	**3,941.83**	**433.17**	**5,525.13**

* Represents remeasurement of defined benefit plan

Description of nature and purpose of each reserve

Capital reserve: Capital reserve was created in the financial years 1995-96 and 1996-97 pursuant to sale of the Company's brands for which non compete fees were received and treated as a capital receipt.

General reserve: The reserve arises on transfer portion of the net profit pursuant to earlier provision of the Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act. 2013.

Retained earnings: Profits generated by the Company that are not distributed to shareholders as dividends but are reinvested in the business.

Equity instruments through other comprehensive income: This represents the cumulative gains / losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income, under an irrevocable option.

Note 22 - Borrowings: (Non-current)

(Rs. In Lakhs)

Secured	As at March 31, 2019		As at March 31, 2018	
	Non Current	Current	Non Current	Current
Term loan				
From banks				
For vehicles [Refer note below (a)]	-	-	-	3.66
From others				
For business operations [Refer note below (b)]	3,076.46	680.00	3,736.87	172.00
For business operations [Refer note below (c)]	4,671.83	351.06	4,418.64	324.63
For business operations [Refer note below (d)]	4,958.01	-	5,046.28	-
Total	**12,706.30**	**1,031.06**	**13,201.79**	**500.29**
Amount disclosed under the head "other current financial liabilities" (Refer note 28)	-	(1,031.06)	-	(500.29)
Net amount	**12,706.30**	**-**	**13,201.79**	**-**

a) Vehicle loans from banks were taken during the financial year 2010-11 to 2015–16 and carried interest ranging between @ 8.20% to 12.76% p.a. The loan was repayable in 36 / 60 monthly installments including interest. The loan was secured by hypothecation of vehicles.

b) Term loan from Kotak Mahindra Investments Limited under the loan against property (LAP) scheme of Rs. 4000 lakhs at interest rate of 11.00% to 12.25% p.a. payable in 15 quarterly installments starting from March 31, 2019 and secured by way of equitable Mortgage of Ground, 14,15 and 16 floors of Thane One, land admeasuring approx. 45 acres located at Takawe, Pune (owned by DIL Limited 25 acres and balance 20 acres held in a trust by the managing director of the Company and others), and pledge of 30% equity stake of the Company in Fermenta Biotech Limited. Further, the said loan has been guaranteed by the personal guarantee of the managing director of the Company and corporate guarantee of the holding company, DVK Investment Private Limited.

c) Term loan of Rs. 5500 lakhs (as at March 31, 2018 Rs. 5000 lakhs) from Bajaj Finance Limited is taken at the interest rate of 9.52% to 9.82% p.a of which Rs. 2500 lakhs is in the form of top up of discounting of lease rental on Thane One property (consisting of rentals of 1st floor to 13th floor) and balance Rs. 3000 lakhs as a term loan secured by equitable mortgage of the premises at Ceejay House owned by Aegean Properties Limited (APL), a wholly owned subsidiary of the Company. Further these loans have been guaranteed by the personal guarantee of the managing director of the Company and the corporate guarantee of the holding company, DVK Investment Private Limited.

Notes to Standalone Financial Statements for the year ended March 31, 2019

Note 22 - Borrowings: (Non-current) (*contd.*)

d) Loan by way of discounting of lease rental of Thane One Building consisting of 1st floor to 13th floor from Bajaj Finance Limited of carrying interest @ 9.05% p.a repayable after 156 months on August 15, 2030 in one installment. The said loan is secured by hypothecation of the lease agreements of Thane One (consisting of 1st floor to 13th floor). Further the loan has been guaranteed by the personal guarantee of the managing director of the Company and the corporate guarantee of the holding company, DVK Investment Private Limited.

Note 23 - Other financial liabilities (Non-current)

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Deposits from tenants	353.32	533.73
	353.32	**533.73**

Note 24 - Provisions (Non-current)

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Provision for employee benefits		
Gratuity [Refer note 38]	126.34	35.75
Compensated absences	62.89	36.14
	189.23	**71.89**

Note 25 - Other non-current liabilities

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Advance from customer	737.79	-
Deferred rent	133.41	171.18
	871.20	**171.18**

Note 26 - Borrowings (Current)

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Unsecured		
From Others [Refer note below]		
Inter corporate deposits (ICD) from DVK Investments Pvt Ltd, the holding company	250.00	200.00
Inter corporate deposits (ICD) from Allegro Corporate Finance Advisors Pvt Ltd.	404.93	372.50
	654.93	**572.50**

Note:

ICD's from DVK Investments Pvt Ltd and Allegro Corporate Finance Advisors Pvt Ltd carrying interest at rate of 12% p.a. are repayable on demand.

Note 27 - Trade payables

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Total outstanding dues of micro and small enterprises	-	-
Total outstanding dues of creditors other than micro and small enterprises	164.74	130.23
Payable to subsidiary companies	100.60	49.41
	265.34	**179.64**

Notes to Standalone Financial Statements for the year ended March 31, 2019

Note 28 - Other financial liabilities (Current)

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Current maturities of long-term borrowings (Refer note 22)	1,031.06	500.29
Deposits from tenants	296.78	0.20
Liability for capital expenditure	49.47	89.39
Interest accrued but not due on borrowings	218.88	200.48
Unclaimed dividend	15.25	22.26
Due to others	68.71	84.92
	1,680.15	**897.54**

Note 29 - Provisions (Current)

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Provision for employee benefits		
Compensated absences	4.31	3.46
	4.31	**3.46**
Other provisions		
Provision for share of loss in a joint venture in excess of cost of investment	13.02	13.02
	13.02	**13.02**
	17.33	**16.48**

Note 30 - Other current liabilities

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Statutory dues	126.48	50.15
Deferred rent	66.83	59.70
Advance from customers	408.77	33.15
	602.08	**143.00**

Note 31 - Revenue from operations

(Rs. In Lakhs)

	Year Ended March 31, 2019	Year Ended March 31, 2018
Rent Income	1,566.37	997.89
Amortised deferred rent	70.34	38.00
Service income (Infrastructure support services to tenants)	298.70	214.94
	1,935.41	**1,250.83**

Note 32 - Other income:

(Rs. In Lakhs)

	Year Ended March 31, 2019	Year Ended March 31, 2018
Interest income on financial assets carried at amortised cost:		
Bank deposits	11.21	3.13
Other financial assets	6.50	9.97
Net gain arising on financial assets measured at fair value through profit and loss	8.90	5.45
Dividend income on investment in equity instruments designated at fair value through other comprehensive income	0.08	0.05
Sale of scrap	0.04	0.18
Profit on sale of property, plant and equipment	4.94	-
Miscellaneous income	0.59	19.21
	32.26	**37.99**

Notes to Standalone Financial Statements for the year ended March 31, 2019

Note 33 - Employee benefits expense

(Rs. In Lakhs)

	Year Ended March 31, 2019	Year Ended March 31, 2018
Salaries and wages	522.88	531.29
Contribution to provident and other funds	31.30	33.05
Gratuity expense	11.56	3.36
Staff welfare expenses	1.63	9.56
	567.37	**577.26**

Note 34 - Depreciation and amortization expense

(Rs. In Lakhs)

	Year Ended March 31, 2019	Year Ended March 31, 2018
Depreciation of property, plant and equipment (Refer note 3)	87.47	99.22
Depreciation of investment property (Refer note 4)	290.30	282.64
Amortisation of intangible assets (Refer note 5)	0.76	0.78
	378.53	**382.64**

Note 35 - Finance costs:

(Rs. In Lakhs)

	Year Ended March 31, 2019	Year Ended March 31, 2018
Interest on		
Term loans (other than those from related parties)	1,452.57	966.95
Loans from related parties	26.93	16.18
Liabilities carried at amortised cost (Unwinding of interest)	116.58	34.87
Other charges	-	45.43
	1,596.08	**1,063.43**

Note 36 - Other expenses:

(Rs. In Lakhs)

	Year Ended March 31, 2019		Year Ended March 31, 2018	
Electricity charges/fuel		267.47		237.90
Water charges		10.28		8.70
Rates and taxes		70.11		65.67
Rent		50.00		53.20
Insurance		13.70		12.19
Repairs and maintenance:				
Plant and machinery		43.78		49.24
Buildings		19.30		5.43
Others		170.39		257.96
Advertising and sales promotion expenses		8.75		14.81
Travelling and conveyance		15.72		21.59
Legal and professional charges		117.93		98.21
Payment to auditors (Refer note below)		19.96		12.15
Net loss on foreign currency transactions		-		0.13
Communication costs		9.09		12.45
Donation		-		3.46
Write-off of an investment in a joint venture	-		188.51	
Less: Provision for impairment held	-	-	(188.51)	-
Allowance for doubtful debts		-		4.34
Allowance for doubtful advances		37.00		1.18
Provision for impairment of non-current investment in a joint venture		-		588.00
Provision for impairment of non-current investment in associates (including share application money)		863.85		-

Notes to Standalone Financial Statements for the year ended March 31, 2019

Note 36 - Other expenses:

(Rs. In Lakhs)

	Year Ended March 31, 2019		Year Ended March 31, 2018	
Provision for share of loss in a joint venture in excess of cost of investment		-		13.02
Loss on sale of shares in an associate		61.48		-
Loss on sale of shares in a joint venture	588.00			
Less: Provision for impairment held	(588.00)	-		-
Printing and stationery		6.99		7.21
Staff recruitment expenses		0.35		0.35
Net loss on sale of property, plant and equipment		-		5.70
Initial cost for operating leases		52.28		38.43
Miscellaneous expenses		152.26		100.64
		1,990.59		**1,611.96**

(Rs. In Lakhs)

	Year Ended March 31, 2019	Year Ended March 31, 2018
Payment to auditors (excluding statutory levy)		
For audit	8.00	8.00
For limited reviews	6.00	4.00
For other services	5.25	0.15
Reimbursement of expenses	0.71	-
	19.96	**12.15**

Note 37 - Earnings per share (EPS):

The following table sets forth the computation of basic and diluted earnings per share :

	Year Ended March 31, 2019	Year Ended March 31, 2018
Loss for the year used for computation of basic and diluted earnings per share (Rs. in Lakhs)	(267.07)	(2,415.47)
Weighted average number of equity shares used in calculating basic and diluted EPS [Refer note 20(d)]	91,72,792	91,72,792
Basic earnings per equity share [nominal value of share Rs. 5]	(2.91)	(26.33)
Diluted earnings per equity share [nominal value of share Rs. 5]	(2.91)	(26.33)

Note: 38 - Employee benefits

The Company operates following employee benefit plans

I Defined contribution plans: Provident fund, and employee state insurance scheme (ESIC)

II Defined benefit plan: Gratuity (funded)

III Other long term benefit plan: Compensated absences (unfunded)

(Rs. In Lakhs)

	Year Ended March 31, 2019	Year Ended March 31, 2018
I **Defined contribution plan** The Company operates defined contribution retirement benefit plans for all qualifying employees of the Company. The contribution to defined contribution plan recognised as expenses in the Standalone statement of profit and loss for the year is as under (Refer note 33).		
Employer's contribution to provident fund	30.61	31.21
Employer's contribution to ESIC and Employees Deposit Linked Insurance (EDLI)	0.68	1.83
Employer's contribution to labour welfare fund	0.01	0.01

Notes to Standalone Financial Statements for the year ended March 31, 2019

Note: 38 - Employee benefits (*contd.*)

II) Defined benefit plan

The Company operates a defined benefit plan, viz., gratuity.

In respect of Gratuity, a defined benefit plan, contributions are made to LIC's Recognised Group Gratuity Fund Scheme. It is governed by the Payment of Gratuity Act, 1972. Under the Gratuity Act, employees are entitled to specific benefit at the time of retirement or termination of the employment on completion of five years or death while in employment. The level of benefit provided depends on the member's length of service and salary at the time of retirement/termination age. Provision for Gratuity is based on actuarial valuation done by an independent actuary as at the year end. Each year, the Company reviews the level of funding in gratuity fund.

(a) Movements in the present value of the defined benefit obligation are as follows: (Rs. In Lakhs)

	Year Ended March 31, 2019	Year Ended March 31, 2018
Opening defined benefit obligation	79.30	94.38
Interest cost	6.15	3.45
Current service cost	8.95	4.73
Past service cost	-	1.96
Benefits paid	(1.83)	(27.64)
Actuarial (Gain)/Loss on obligations- due to changes in financial assumptions	59.50	(10.64)
Actuarial (Gain)/Loss on obligations- due to change in demographic assumptions	(0.03)	-
Actuarial (Gain)/Loss on obligations- due to changes in experience adjustment	25.23	13.06
Closing defined benefit obligation	**177.27**	**79.30**

(b) Movements in the fair value of the plan assets are as follows: (Rs. In Lakhs)

	Year Ended March 31, 2019	Year Ended March 31, 2018
Opening fair value of plan assets	43.55	61.50
Employer's contributions	6.36	5.79
Interest income	3.54	3.70
Remeasurement (gains)/losses:		
Return on plan assets (excluding amounts included in net interest expense)	(0.69)	0.20
Benefit paid	(1.83)	(27.64)
Closing fair value of plan assets	**50.93**	**43.55**

(c) Reconciliation of fair value of plan assets and defined benefit obligation:

The amount included in the standalone financial statements arising from the Company's obligation in respect of its defined benefit obligation plan is as follows: (Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Fair value of plan assets	50.93	43.55
Present value of defined benefit obligation	177.27	79.30
Liabilities recognized in the Standalone balance sheet	**(126.34)**	**(35.75)**

(d) The amount recognised in Standalone statement of profit and loss in respect of defined benefit plan is as follows:

(Rs. In Lakhs)

	Year Ended March 31, 2019	Year Ended March 31, 2018
Current service cost	8.95	4.73
Past service cost	-	1.96
Net interest cost	2.61	(3.33)
Components of defined benefit costs recognised in Standalone statement of profit and loss	**11.56**	**3.36**

Notes to Standalone Financial Statements for the year ended March 31, 2019

Note: 38 - Employee benefits (*contd.*)

(e) **The amount recognised in other comprehensive income in respect of defined benefit plan is as follows:**

(Rs. In Lakhs)

	Year Ended March 31, 2019	Year Ended March 31, 2018
Return on plan assets (excluding amounts included in net interest expense)	(0.69)	0.20
Actuarial gains/(losses) arising from changes in other assumptions	0.03	-
Actuarial gains/(losses) arising from changes in financial assumptions	(59.50)	10.64
Actuarial gains/(losses) arising from changes in experience adjustments	(25.23)	(16.13)
Components of defined benefit costs recognised in other comprehensive income/(loss)	**(85.39)**	**(5.29)**

(f) **The principal assumptions used for the purpose of the actuarial valuations were as follows:**

	As at March 31, 2019	As at March 31, 2018
Discount rate (per annum)	7.75%	7.85%
Salary escalation rate (per annum)	10.00%	7.00%
Expected rate of return on plan assets (per annum)	7.50%	7.50%
Mortality rate during employment (per annum)	Indian Assured lives Mortality (2006-08)	
Withdrawal rate	1% per annum	1% per annum
Retirement age	58 years	58 years

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

The expected rate of return on plan assets is considered as per declaration from Life Insurance Corporation of India (LIC) .

The expected contributions for defined benefit plan for the next financial year is Rs. 5.00 Lakhs (March 31, 2018: Rs. 5.00 Lakhs)

(g) **Maturity analysis of projected benefit obligation**

(Rs. In Lakhs)

	Year Ended March 31, 2019	Year Ended March 31, 2018
Expected benefits for Year 1	2.34	20.02
Expected benefits for Year 2	2.54	1.81
Expected benefits for Year 3	19.86	1.90
Expected benefits for Year 4	2.10	15.76
Expected benefits for Year 5	3.12	1.33
Expected benefits for Year 6	23.77	1.77
Expected benefits for Year 7	3.25	18.37
Expected benefits for Year 8	4.89	2.54
Expected benefits for Year 9	2.87	3.05
Expected benefits for Year 10 and above	536.05	201.28

(h) **The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:**

	As at March 31, 2019	As at March 31, 2018
Insurer managed funds	100%	100%

(i) **Sensitivity analysis**

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and employee turnover. The sensitivity analysis below, have been determined based on reasonably possible changes of

Notes to Standalone Financial Statements for the year ended March 31, 2019

Note: 38 - Employee benefits (*contd.*)

the assumptions occurring at end of the reporting period , while holding all other assumptions constant. The result of sensitivity analysis is given below:

(Rs. In Lakhs)

	For the year ended March 31, 2019 (Decrease)/increase in DBO*	For the year ended March 31, 2018 (Decrease)/increase in DBO*
Discount rate (- 0.50%)	7.26%	6.42%
Discount rate (+ 0.50%)	-6.65%	-5.89%
Salary escalation rate (- 0.50%)	-6.55%	-5.97%
Salary escalation rate (+ 0.50%)	7.07%	6.44%

*'DBO: Defined benefit obligation

This plan typically exposes the Company to actuarial risks such as: investment risk, interest risk, longevity risk and salary risk.

Investment risk : The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to market yields on government bonds denominated in Indian rupees. If the actual return on plan assets is below this rate, it will create a plan deficit. However, the risk is mitigated by investment in LIC managed fund.

Interest rate risk : A decrease in the bond interest rate will increase the plan liability. However, this will be partially offset by an increase in the return on the plan's investments.

Longevity risk : The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk : The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

III) Other long term benefit plan

Actuarial valuation for compensated absences is done as at the year end and the provision is made as per Company rules with corresponding charge to the statement of profit and loss amounting to Rs. 28.56 Lakhs (March 31, 2018: Rs. 1.98 Lakhs) and it covers all regular employees. Major drivers in actuarial assumptions, typically, are years of service and employee compensation.

Obligation in respect of defined benefit plan and other long term employee benefit plans are actuarially determined at the year end using the "Projected unit credit model". Gains and losses on changes in actuarial assumptions relating to defined benefit obligation are recognised in OCI where as gains and losses in respect of other long term employee benefit plans are recognised in the standalone statement of profit and loss.

Note 39 - Leases:

1) Assets taken on operating lease

The Company has entered into arrangements for taking on leave and license basis certain residential and office premises. These agreements are cancellable and are renewable by mutual consent and on mutually agreeable terms.

(Rs. In Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
a) Lease payments recognised in the Standalone statement of profit and loss for the year	50.00	53.20
b) Future minimum lease payments under non cancellable leases in the aggregate and for each of the following periods:		
i) Not later than one year	-	41.14
ii) Later than one year and not later than five years	-	35.75

2) Assets given on operating lease

The Company has entered into operating lease agreement for sublease of property in Worli, Mumbai with original lease period expiring on December 31, 2022.

Notes to Standalone Financial Statements for the year ended March 31, 2019

Note 39 - Leases (*contd.*)

The Company has also entered into various operating lease agreements for its properties in Thane with original lease periods expiring upto 2022. These agreements have a non-cancellable period at the beginning of the period for 3 years and have rent escalation provisions of 5% every year or 15% after 3 years.

(Rs. In Lakhs)

Particulars			As at March 31, 2019	As at March 31, 2018
a)	Rent income recognised in the Standalone statement of profit and loss for the year		1,566.37	997.89
	[Includes rentals on sub-lease of Rs. 192.01 lakhs (March 31, 2018 Rs. 46.79 lakhs)]			
b)	Future minimum lease income under the non-cancellable leases in the aggregate and for each of the following periods:			
	i)	Not later than one year	1,248.74	1,409.73
	ii)	Later than one year and not later than five years	541.20	1,696.48
	iii)	More than five years	-	-

Note 40 - Segment reporting

For management purposes, the Company has only one reportable segment namely, renting of properties. The Managing Director of the Company acts as the Chief Operating Decision Maker ("CODM"). The CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators.

Note 41- Related party disclosures as per Ind AS 24

A) Names of the related parties and related party relationships

Particulars		Country of Incorporation	Proportion of ownership interest	
			As at March 31, 2019	As at March 31, 2018
a)	**Names of the related parties where control exists and description of relationships**			
	Holding Company:			
	DVK Investments Private Limited.	India		
	Subsidiaries:			
	Aegean Properties Limited	India	100%	100%
	CC Square Films Limited	India	100%	100%
	Fermenta Biotech Limited	India	93.72%	93.72%
	Fermenta Biotech (UK) Limited	United Kingdom	93.72%	93.72%
	G.I. Biotech Pvt Limited	India	58.58%	58.58%

b) Names of the related parties where there are transactions and description of relationships

Key Management Personnel	Designation
Mr. Krishna Datla (also a person controlling the holding company)	Managing Director
Mr. Satish Varma	Non-executive director
Ms. Rajeshwari Datla (also relative of the Managing Director)	Non-executive director
Mr. Sanjay Buch	Non-executive director
Mr. Vinayak Hajare	Non-executive director
Mr. Sumesh Gandhi	Chief Financial Officer
Mr. Srikant N. Sharma	Company Secretary

Notes to Standalone Financial Statements for the year ended March 31, 2019

Note 41- Related party disclosures as per Ind AS 24

c) **Joint Ventures**
Agastya Films LLP [up to December 31, 2018]

d) **Associates**
Health and Wellness India Private Limited
Zela Wellness Private Limited [up to November 29, 2018]

e) **Enterprise under significant influence of key management personnel (KMP) or their relatives:**
Magnolia FNB Private Limited

B) **Related party transactions:** (Rs. In Lakhs)

Sr. No.	Particulars	Holding company	Subsidiaries	Joint ventures / associates	Key management personnel*	Enterprise significantly influenced by KMP or their relatives.
1	**Loans taken**					
	DVK Investments Private Limited.	**50.00**	-	-	-	-
		(200.00)	(-)	(-)	(-)	(-)
2	**Remuneration***					
	Mr. Krishna Datla	-	-	-	**161.18**	-
		(-)	(-)	(-)	(92.18)	(-)
	Mr. Sumesh Gandhi	-	-	-	**77.71**	-
		(-)	(-)	(-)	(55.61)	(-)
	Mr. Srikant N Sharma	-	-	-	**48.81**	-
		(-)	(-)	(-)	(49.64)	(-)
3	**Provision for doubtful advance/trade receivable**					
	CC Square Films Limited.	-	-	-	-	-
		(-)	(5.52)	(-)	(-)	(-)
	Health and Wellness India Private Limited	-	-	**37.00**	-	-
		(-)	(-)	(-)	(-)	(-)
4	**Provision for impairment in investment in a joint venture**					
	Agastya Films LLP	-	-	-	-	-
		(-)	(-)	(588.00)	(-)	(-)
5	**Provision for impairment in the value of investments in associate**					
	Health and Wellness India Private Limited (including share application money)	-	-	**784.86**	-	-
		(-)	(-)	(-)	(-)	(-)
	Zela Wellness Private Limited	-	-	**78.99**	-	-
		(-)	(-)	(-)	(-)	(-)
6	**Provision for share of loss in a joint venture in excess of cost of investment**					
	Agastya Films LLP	-	-	-	-	-
		(-)	(-)	(13.02)	(-)	(-)
7	**Directors sitting fees**					
	Ms. Rajeshwari Datla	-	-	-	**3.30**	-
		(-)	(-)	(-)	(1.90)	(-)
	Mr. Satish Varma	-	-	-	**3.60**	-
		(-)	(-)	(-)	(2.00)	(-)

Notes to Standalone Financial Statements for the year ended March 31, 2019

Note 41 - Related party disclosures as per Ind AS 24 (*contd.*)

(Rs. In Lakhs)

Sr. No.	Particulars	Holding company	Subsidiaries	Joint ventures / associates	Key management personnel*	Enterprise significantly influenced by KMP or their relatives.
	Mr. Sanjay Buch	-	-	-	**3.90**	-
		(-)	(-)	(-)	(2.20)	(-)
	Mr. Vinayak Hajare	-	-	-	**4.10**	-
		(-)	(-)	(-)	(2.30)	(-)
8	**Rent and service income**					
	Aegean Properties Limited.	-	**0.30**	-	-	-
		(-)	(0.30)	(-)	(-)	(-)
	DVK Investments Private Limited.	**0.30**	-	-	-	-
		(0.30)	(-)	(-)	(-)	(-)
	Fermenta Biotech Limited	-	**387.84**	-	-	-
		(-)	(154.94)	(-)	(-)	(-)
	CC Square Films Limited.	-	-	-	-	-
		(-)	(0.15)	(-)	(-)	(-)
	Agastya Films LLP	-	**0.23**	-	-	-
		(-)	(0.30)	(-)	(-)	(-)
	Magnolia FNB Private Limited.	-	-	-	-	**0.30**
		(-)	(-)	(-)	(-)	(0.30)
9	**Rent paid**					
	Aegean Properties Limited.	-	**18.00**	-	-	-
		(-)	(18.00)	(-)	(-)	(-)
10	**Repairs service expenses**	-	**6.88**	-	-	-
	Fermenta Biotech Limited.	(-)	(5.50)	(-)	(-)	(-)
11	**Other reimbursements paid**					
	Fermenta Biotech Limited.	-	**9.04**	-	-	-
		(-)	(6.74)	(-)	(-)	(-)
	Aegean Properties Limited.	-	**16.62**	-	-	-
		(-)	(16.63)	(-)	(-)	(-)
12	**Other reimbursements received**					
	Fermenta Biotech Limited.	-	**6.87**	-	-	-
		(-)	(14.45)	(-)	(-)	(-)
	CC Square Films Limited.	-	-	-	-	-
		(-)	(0.09)	(-)	(-)	(-)
13	**Deposit received**	-	-	-	-	-
	Fermenta Biotech Limited.	(-)	(153.12)	(-)	(-)	(-)
14	**Advance rent received**	-	**1,102.29**	-	-	-
	Fermenta Biotech Limited.	(-)	(-)	(-)	(-)	(-)
15	**Interest on loan**					
	DVK Investments Private Limited.	**26.92**	-	-	-	-
		(16.18)	(-)	(-)	(-)	(-)
16	**Capital contribution**					
	Agastya Films LLP	-	-	-	-	-
		(-)	(-)	(326.00)	(-)	(-)

(Figures in brackets are the corresponding figures in respect of the previous year.)

* Note: The remuneration to the key managerial personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the Company as a whole.

Notes to Standalone Financial Statements for the year ended March 31, 2019

Note 41 - Related party disclosures as per Ind AS 24

C) Balance outstanding as at the end of the year :

(Rs. In Lakhs)

Particulars	Category of related party	March 31, 2019	March 31, 2018
a. Rent and reimbursement Payable			
Aegean Properties Limited.	Subsidiary	68.49	42.14
Fermenta Biotech Limited.	Subsidiary	32.12	7.38
b. Rent and reimbursement receivables			
Fermenta Biotech Limited.	Subsidiary	5.06	6.76
CC Square Films Limited	Subsidiary	5.57	5.52
Aegean Properties Limited.	Subsidiary	1.70	0.43
c. Loans and advances			
ICD given-Health and Wellness India Private Limited	Associate	37.00	22.50
d. Provision for doubtful debts/advances			
Health and Wellness India Private Limited	Associate	37.00	-
CC Square Films Limited	Subsidiary	5.52	5.52
e. Provision for diminution in value of investments			
Zela Wellness Private Limited	Associate	78.99	-
Health and Wellness India Private Limited (including share application money)	Associate	784.86	-
Agastya Films LLP	Joint Venture	-	588.00
CC Square Films Limited	Subsidiary	5.00	5.00
f. Provision for share of loss in a joint venture in excess of cost of investment			
Agastya Films LLP	Joint Venture	13.02	13.02
g. Loans to Key management personnel			
Mr. Srikant N Sharma	Company Secretary	1.60	4.80
h. Loans taken			
DVK Investments Private Limited.	Holding company	250.00	200.00
i. Other liabilities (Advance rent received)			
Fermenta Biotech Limited.	Subsidiary	1102.29	-
j. Other financial liabilities			
Fermenta Biotech Limited.	Subsidiary	168.13	168.13
k. Interest accrued payable			
DVK Investments Private Limited.	Holding company	38.79	16.18
l. Remuneration Payable to Key management personnel			
Mr. Srikant N Sharma	Company Secretary	10.98	9.72

Note 42 (a) - Categories of the financial instruments

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Financial assets		
Financial assets measured at fair value through Other comprehensive Income		
Investments		
Investments in equity instruments -quoted	10.14	7.57
Investments in equity instruments -unquoted	47.53	-
Financial assets measured at fair value through profit or loss		
Investments in mutual funds - unquoted	114.79	105.89

Notes to Standalone Financial Statements for the year ended March 31, 2019

Note 42 (a) - Categories of the financial instruments *(contd.)*

	As at March 31, 2019	As at March 31, 2018
Financial assets measured at amortised cost		
(i) Trade receivables	25.04	28.20
(ii) Cash and cash equivalents	111.46	134.89
(iii) Bank balances other than (ii) above	15.25	22.26
(iv) Share application money	597.00	906.86
(v) Loans	30.35	40.15
(vi) Other financial assets	204.94	292.08
Total financial assets	**1,156.50**	**1,537.90**
Financial liabilities measured at amortised cost		
(i) Borrowings	14,392.29	14,274.58
(ii) Trade payables	265.34	179.64
(iii) Other financial liabilities	1,002.41	930.98
Total financial liabilities	**15,660.04**	**15,385.20**

Note 42(b) - Reconciliation of Level 3 fair value measurements:

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Opening balance	-	-
Transferred during the year	47.53	-
Total gains or losses		
recognised through other comprehensive income	-	-
Closing balance	**47.53**	-

Note 43 - Fair Value

Fair value of financial assets and financial liabilities that are not measured at fair value but fair value disclosures are required :

(Rs. In Lakhs)

	Carrying value		Fair value	
	As at March 31, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018
Financial assets				
(i) Loans	30.35	40.15	30.35	40.15
(ii) Share application money	597.00	906.86	597.00	906.86
(iii) Others financial assets	204.94	292.08	204.94	292.08
(iv) Trade receivables	25.04	28.20	25.04	28.20
(v) Cash and cash equivalents	111.46	134.89	111.46	134.89
(vi) Bank balances other than (v) above	15.25	22.26	15.25	22.26
Total assets	**984.04**	**1,424.44**	**984.04**	**1,424.44**
Financial liabilities				
(i) Borrowings	14,392.29	14,274.58	14,392.29	14,274.58
(ii) Trade payables	265.34	179.64	265.34	179.64
(iii) Other financial liabilities	1,002.41	930.98	1,002.41	930.98
Total liabilities	**15,660.04**	**15,385.20**	**15,660.04**	**15,385.20**

The financial assets above do not include investments in subsidiaries which are measured at cost, investments in mutual funds measured at fair value through profit and loss and investments in equity instruments measured at fair value through OCI.

The directors consider that the carrying amounts of financial assets and financial liabilities recognised in the financial statements approximate their fair values.

Notes to Standalone Financial Statements for the year ended March 31, 2019

Note 44 - Fair value hierarchy

	As at March 31, 2019		As at March 31, 2018	
	Fair Value	Fair value hierarchy	Fair Value	Fair value hierarchy
Financial assets measured at fair value through other comprehensive income				
Investments in equity shares-quoted	10.14	Level 1	7.57	Level 1
Investments in equity shares-unquoted	47.53	Level 3	-	-
Financial assets measured at fair value through profit or (loss)				
Investments in mutual funds	114.79	Level 1	105.89	Level 1

Note 45 - Financial risk management objectives and policies

The Company is exposed to market risk, credit risk and liquidity risk. The Company's financial risk management is an integral part of how to plan and execute its business strategies. This note explains the sources of risk to which the Company is exposed to and how to mitigate those risks.

a) **Market risk:**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise two types of risks: interest rate risk and other price risks, such as equity price risk. Financial instruments are affected by market risk include loans and borrowings and investments in securities.

i) **Equity price risk**

The Company's unlisted equity securities are susceptible to market price risk arising form uncertainties about future values of the investment securities. The Company manages the equity price risk through diversification and by placing limits on individual and total equity instruments. The Company's Board of Directors reviews and approves all equity investments.

As at March 31, 2019, the Company had exposure to equity securities measured at fair value. The changes in fair values of the equity investments were strongly positively co-related with changes in market index. As at March 31, 2019, the Company did not have material investments in / exposure to quoted or unquoted securities.

ii) **Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows

(Rs. In Lakhs)

Year ended	(+)Increase/(-) decrease in basis points	Effect on loss decrease / (increase)
March 31, 2018	+0.50	(71.37)
	-0.50	71.37
March 31, 2019	+0.50	(71.96)
	-0.50	71.96

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment.

b) **Credit risk**

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, and other financial instruments. The credit risk is mitigated through credit approvals establishing credit limits and continuous monitoring of credit worthiness of the counter party.

Note 45 - Financial risk management objectives and policies (*contd.*)

i) **Trade receivables**

Customer credit risk is managed subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on rating an extensive credit scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored.

ii) **Financial instruments and cash deposits**

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Company's Board of Directors on an annual basis. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

c) **Liquidity risk**

Liquidity risk is the risk that the Company will not be able to settle or meet its obligations as they fall due. The company's policy on liquidity risk is to maintain sufficient liquidity in the form of cash and investment in liquid mutual funds to meet the Company's operating requirements with an appropriate level of headroom. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

(Amount Rs in Lakhs)

As at March 31, 2019	Amount	Less than 1 year	1 to 5 years	More than 5 years
Borrowings	14,392.29	1,685.99	5,475.59	7,230.70
Other financial liabilities	1,002.41	649.09	353.32	-
Trade payables	265.34	265.34	-	-
Total	**15,660.04**	**2,600.42**	**5,828.91**	**7,230.70**

As at March 31, 2018	Amount	Less than 1 year	1 to 5 years	More than 5 years
Borrowings	14,274.58	1,072.79	5,913.60	7,288.19
Other financial liabilities	930.98	397.25	533.73	-
Trade payables	179.64	179.64	-	-
Total	**15,385.20**	**1,649.68**	**6,447.33**	**7,288.19**

Note 46 - Capital management

The Company's capital management objectives are:

- to ensure the Company's ability to continue as a going concern; and
- to provide an adequate return to shareholders through optimisation of debts and equity balance.

The Company monitors capital on the basis of the carrying amount of debt less cash and cash equivalents as presented on the face of the financial statements. The Company's objective for capital management is to maintain an optimum overall financial structure.

(i) **The gearing ratio at the end of the year was as follows:** (Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Debts (Long term and short term borrowings including current maturities of long term borrowings)	14,392.29	14,274.58
Less: Cash and cash equivalents (Refer note 15)	111.46	134.89
Net debt	**14,280.83**	**14,139.69**
Total equity	**5,983.77**	**6,471.91**
Net debt to equity ratio	2.39	2.18

Notes to Standalone Financial Statements for the year ended March 31, 2019

Note 46 - Capital management (*contd.*)

(ii) Dividend on equity shares paid during the year

(Rs. In Lakhs)

	Year Ended March 31, 2019	Year Ended March 31, 2018
Dividend on equity shares		
Dividend for the year ended March 31, 2018 of Rs. 1.25 per share on 91,72,792 equity shares of Rs. 5.00 each, fully paid up (March 31, 2017: Rs. 2.50 per share on 22,93,198 equity shares of Rs. 10.00 each, fully paid up) [Refer note 20(d)]	114.68	57.33
Dividend distribution tax on above	23.57	11.67

Dividends not recognised at the end of the reporting period

The Board of Directors of the Company at its meeting held on May 24, 2019 have recommended dividend of Rs. 1.25 per share on 91,72,792 equity shares having face value of Rs. 5.00 each, fully paid up for the year ended March 31, 2019. The same aggregates to Rs. 138.25 Lakhs which would include dividend distribution tax.

This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting and hence not recognised as a liability.

Note 47 - Investment properties

The Company's investment properties consist of Thane One Building and freehold land located at Majiwade Thane. Out of the 16 floors, ground to 15 floors have been considered as Investment property by the Management. In addition to Thane One building and freehold land at Thane, the Company has freehold land at Takawe area.

Criteria used for classification of property as investment property

The Company has considered the following for classification of property as investment property:

(i) Investment property comprises building and other assets required to provide ancillary services to the occupants of the investment property.

(ii) The properties that are not occupied by the Company for use in production or supply of goods or services or for administrative purposes, or for sale in the ordinary course of business, but are held primarily to earn rental income and capital appreciation are classified as investment property.

The Company has a building which is primarily meant for renting is classified as an investment property, except for the part of that building which is used for administrative purposes, and hence classified as owner-occupied property. The Company has apportioned the cost of the property between investment property and owner-occupied property in the ratio of area used, respectively, as a percentage of total area.

Estimation of fair value

The fair value of the Investment Property has been determined as Rs. 42,508.90 Lakhs. The fair value has been determined by an external, independent property valuer, having appropriate professional qualification and recent experience in the location and category of the property being valued. The Company obtains independent valuation for its investment property annually and fair value measurement has been categorised as Level 3. The fair value has been arrived at by using comparable market rate approach. The main inputs used are quantum, area, location, demand, restrictive entry to the complex, age of building and trend of fair market rent in village Majiwada area and Takawe area.

Amount recognised in Standalone statement of profit and loss (Rs. In Lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Income from investment properties	1,743.40	1,250.83
Less: Direct operating expenses (including repairs and maintenance) generating income from investment properties	866.33	1,068.34
Income arising from investment properties	877.07	182.49
Less: Depreciation	(290.30)	(282.64)
Income/(loss) arising from investment properties after depreciation	586.77	(100.15)

Refer note 39 for operating lease arrangements and total future minimum lease rentals receivable

Refer note 22 for the existence of restrictions on the realisability of investment property or the remittance of income and proceeds of disposal

Notes to Standalone Financial Statements for the year ended March 31, 2019

Note 48 - Income tax

A Tax expense recognised in the Standalone statement of profit and loss and other comprehensive income consists of:

(Rs. In Lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Tax expense		
Current tax		
Deferred tax charge/(credit)	(2,297.83)	69.00
Income tax expense recognised in Standalone Statement of profit and loss	**(2,297.83)**	**69.00**
Tax expense recognised in other comprehensive income	-	-
Total Tax expense	**(2,297.83)**	**69.00**

B A reconciliation of income tax expense to the amount computed by applying the statutory income tax rate to the profit before income tax is summarised below:

(Rs. In Lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Loss before tax	(2,564.90)	(2,346.47)
Enacted income tax rate in India (%) #	34.944%	33.063%
Income tax expenses calculated at enacted income tax rate	(896.28)	(775.81)
Effect of tax on:		
- non deductible expenses	0.47	28.50
- brought forward tax loss of the past year for which DTA is created	(1,732.05)	(195.44)
- carried forward tax loss / unabsorbed tax depreciation of the current year for which DTA is not created	323.35	942.75
- Others	6.68	-
Allowance for MAT credit entitlement recognised in previous year	-	69.00
	(2,297.83)	**69.00**
Tax expense recognised in standalone statement of profit or loss	**(2,297.83)**	**69.00**
Tax expense recognised in other comprehensive income	-	-
Total tax expense	**(2,297.83)**	**69.00**

The tax rate used for reconciliation above is the corporate tax rate of 34.944% at which the Company is liable to pay tax on taxable income under the Indian tax Laws.

C The major components of deferred tax (liabilities)/assets arising on account of temporary differences are as follows:

(Rs. In Lakhs)

Particulars	As at April 01, 2018	For the year ended March 31, 2019		As at March 31, 2019
		Statement of profit and loss	Other comprehensive income	
Deferred tax liabilities				
Property, Plant and Equipment investment property and intangible assets: Impact of difference between written down value as per books of account and income tax	(525.81)	(211.60)	-	(737.41)
Deferred tax assets				
Expenses claimed for tax purpose on payment basis	25.06	42.57	-	67.63
Allowance for doubtful debts and advances	8.26	12.83	-	21.09
MAT credit entitlement	-	-	-	-
Unabsorbed depreciation/carried forward losses*	492.49	2,454.02	-	2,946.51
Deferred tax credit / (expense)		**2,297.83**	-	
Deferred tax assets (Net)	**-**			**2,297.83**

* Considering the Scheme of Amalgamation as mentioned in Note 1A, the Company believes that it will be able to utilise carry forward losses and depreciation against taxable profits of Fermenta Biotech Limited and hence recognised a Deferred Tax Asset.

Notes to Standalone Financial Statements for the year ended March 31, 2019

Note 48 - Income tax (*contd.*)

Particulars	As at April 01, 2017	For the year ended March 31, 2018		As at March 31, 2018
		Statement of profit and loss	Other comprehensive income	
Deferred tax liabilities				
Property, Plant and Equipment investment property and intangible assets: Impact of difference between written down value as per books of account and income tax	(321.86)	(203.95)	-	(525.81)
Deferred tax assets				
Expenses claimed for tax purpose on payment basis	18.52	6.54	-	25.06
Allowance for doubtful debts and advances	6.29	1.97	-	8.26
MAT credit entitlement	69.00	(69.00)	-	-
Unabsorbed depreciation/carried forward losses #	297.05	195.44		492.49
Deferred tax credit /(expense)		**(69.00)**	**-**	
Deferred tax assets (Net)	**69.00**			**-**

Deferred tax asset had been recognised in the previous year to the extent it is probable that the taxable profit would be available in future against which the corresponding unused tax losses/tax credits would be utilised.

D **Details of unused tax losses and unabsorbed tax depreciation for which deferred tax assets have not been recognised:**

(Rs. In Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Unused tax losses	1,068.80	2,605.05
Unabsorbed depreciation (can be used in future without any time limit)	-	2,643.56

E **The above unused tax losses will expire as per table below:** (Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Tax losses for financial year ended/ (benefit of tax losses expiring on:		
Long Term Capital Losses		
March 31, 2013 (Expiring on March 31, 2021)	101.07	101.07
March 31, 2014 (Expiring on March 31, 2022)	40.18	40.18
March 31, 2015 (Expiring on March 31, 2023)	2.22	2.22
March 31, 2019 (Expiring on March 31, 2027)	925.33	-
Business losses		
March 31, 2017 (Expiring on March 31, 2025)	-	614.21
March 31, 2018 (Expiring on March 31, 2026)	-	1,847.36
	1,068.80	**2,605.04**

Note 49

a) During the year ended March 31, 2019, the Company sold 45186 equity shares of Rs 10 each in Zela Wellness Private Limited (Zela). Consequently the Company's equity holding in Zela Wellness Private Limited (Zela) is reduced to 16.59 % as against earlier 29.5% and accordingly, post November 29, 2018, the entity is not an associate of the Company.

b) The Company has not made any provision for share application money of Rs. 597 Lakhs given to Noble Explochem Ltd (Noble) whose total equity as at March 31, 2018 is negative. One of the creditors of Noble has moved an application to the National Company Law Tribunal (NCLT) under the Insolvency and Bankruptcy Code, 2016. The Company has also submitted its claim as financial creditors to Insolvency Resolution Professional (IRP) to protect its interest, which has been taken on record by the NCLT. Considering large asset value Noble holds, the Management is confident of recovery of this amount, hence no provision for impairment is necessary.

Notes to Standalone Financial Statements for the year ended March 31, 2019

Note 50 - Contingent liabilities:

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Claims against the company not acknowledged as debts:		
Service tax department raised demand of Rs. 22.50 Lakhs consisting of Service Tax of Rs. 7.50 Lakhs and penalty of Rs. 15.00 Lakhs in connection with services rendered post demerger of the pharmaceutical division. Commissioner of Service Tax Mumbai and CESTAT has upheld the order of Joint Commissioner of Service Tax. The Company has preferred an appeal to Bombay High Court.	22.50	22.50
The Deputy Commissioner of sales tax has confirmed the order of the Assistant Commissioner of sales tax Vapi, Gujarat for year 1992-93 and 1993-94 for demand of interest and penalty due to shortfall in tax payment on account of computation of purchase tax setoff. Company has preferred an appeal to sales tax tribunal Ahmedabad, Gujarat and obtained stay against the order/demand of the Assistant Commissioner pending final disposal.	4.63	4.63
	27.13	**27.13**

Note 51

The financial statements were approved for issue by the Board of Directors on May 24, 2019.

For and on behalf of the Board of Directors of DIL Limited

Sanjay Buch
Chairman

Krishna Datla
Managing Director

Rajeshwari Datla
Director

Satish Varma
Director

Vinayak Hajare
Director

Dr Gopakumar Nair
Additional Director

Srikant N. Sharma
Company Secretary

Sumesh Gandhi
Chief Financial Officer

Thane, May 24, 2019

CONSOLIDATED FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

Report on the Audit of the Consolidated Financial Statements

Qualified Opinion

We have audited the accompanying consolidated financial statements of DIL Limited ("the Parent") and its subsidiaries, (the Parent and its subsidiaries together referred to as "the Group"), which includes the Group's share of loss in its associates and joint venture, which comprise the Consolidated Balance Sheet as at March 31, 2019, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors on separate financial statements of the subsidiaries referred to in the Other Matters section below, except for the possible effects of the matter described in the Basis for Qualified Opinion section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS'), and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2019, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis for Qualified Opinion

The Parent has given share application money of Rs. 597.00 Lakhs (as at March 31, 2018: Rs. 597.00 Lakhs) to an entity whose accumulated losses (other equity) at Rs. 4,635.38 Lakhs, substantially exceed its equity share capital of Rs. 1,920.55 Lakhs, as at 31st March, 2018, as per the latest available audited financial statements for the year ended 31st March, 2018. Further, the independent auditors of that entity, in their modified audit report dated 30th May, 2018, on the aforesaid financial statements, have inter-alia reported that the entity's operations have been suspended since December 2006, and have also expressed their inability to comment whether that entity can be considered as a "Going Concern" and whether its assets would be adequate to meet its liabilities [See note 64 to the consolidated financial statements]. For the reasons stated in the said note 64, the Management of the Parent believes that no impairment is deemed necessary. Having regard to the foregoing and in the absence of sufficient appropriate audit evidence, we are unable to comment whether the aforesaid outstanding share application money would be recoverable including the consequential impact, if any, of such impairment that may be required to be made in the consolidated financial statements. This matter was also qualified in our report on the consolidated financial statements for the year ended March 31, 2018.

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143 (10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the sub-paragraph (a) of the Other Matters section below, is sufficient and appropriate to provide a basis for our qualified audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. We have determined that there are no other key audit matters to communicate in our report beyond the matter addressed in the Basis for Qualified Opinion section.

Information Other than the Financial Statements and Auditor's Report Thereon

- The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, for example, performance highlights, management discussion & analysis, board's report, etc. but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.
- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information,

compare with the financial statements of the subsidiaries audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries is traced from their financial statements audited by the other auditors.

- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Parent's Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group including its associates and joint venture in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group and of its associates and joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associates and joint venture and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates and joint venture are responsible for assessing the ability of the Group and of its associates and joint venture to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate or cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates and joint venture are also responsible for overseeing the financial reporting process of the Group and of its associates and joint venture.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and joint venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and joint venture to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group and its associates and joint venture to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

(a) We did not audit the financial statements of 3 subsidiaries, whose financial statements reflect total assets of Rs. 129.86 Lakhs as at March 31, 2019, total revenues of Rs. 24.36 Lakhs and net cash outflows amounting to Rs. 14.93 Lakhs for the year ended on that date, as considered in the consolidated financial statements. The above figures are before giving effects of any consolidation adjustments. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management of the Parent and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

(b) We did not audit the financial information of a subsidiary, whose financial information reflect total assets of Rs. 35.58 Lakhs as at March 31, 2019, total revenues of Rs. Nil Lakhs and net cash outflows amounting to Rs. 1.34 Lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss of Rs. 42.78 Lakhs for the year ended March 31, 2019, as considered in the consolidated financial statements, in respect of 2 associates and a joint venture, whose financial information have not been audited by us. These financial information are unaudited and have been furnished to us by the Management of the Parent and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, these associates and a joint venture, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management of the Parent, these financial information are not material to the Group.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial information certified by the Management of the Parent.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial statements of the subsidiaries, referred to in the Other Matters section above we report, to the extent applicable that:

   a) We have sought and except for the matter described under the 'Basis for Qualified Opinion' section above, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b) In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion section above, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   d) In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion section above, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

   e) The matter described in the Basis for Qualified Opinion section above, in our opinion, may have an adverse effect on the functioning of the Group.

   f) On the basis of the written representations received from the directors of the Parent as on March 31, 2019 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

   g) The qualification relating to maintenance of accounts and other matters connected therewith is as stated in the Basis for Qualified Opinion section above.

   h) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in the Annexure, which is based on the auditors' reports of the Parent and subsidiary companies incorporated in India to whom internal financial controls over financial reporting is applicable. Our report expresses a qualified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of the Parent.

   i) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Parent to its directors during the year is in accordance with the provisions of section 197 of the Act.

   j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

      i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and joint venture – See Note 63 to the consolidated financial statements.

      ii) The Group, its associates and joint venture did not have any material foreseeable losses on long-term contracts including derivative contracts.

      iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent and its subsidiary companies, incorporated in India.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Rajesh K. Hiranandani
Partner
(Membership No. 36920)

Place: Mumbai
Date: May 24, 2019

Annexure to the Independent Auditor's Report

(Referred to in paragraph 1(h) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the Members of DIL Limited)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of DIL Limited (hereinafter referred to as "the Parent") and its subsidiary companies (excluding 2 associates and a joint venture which are unaudited), which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Parent and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Parent and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies, which are companies incorporated in India, in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our qualified audit opinion on the internal financial controls system over financial reporting of the Parent and its subsidiary companies, which are companies incorporated in India.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Basis for Qualified opinion

With respect to the Parent, according to the information and explanations given to us and based on our audit, material weakness has been identified in the Parent's internal financial controls over financial reporting in respect of the assessment of impairment in the carrying value of share application money placed wherein the Parent does not have relevant internal financial controls in place which could potentially result in recognising this financial asset at a value more than its recoverable amount and consequential understatement of loss and overstatement of other equity as at March 31, 2019.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

Qualified Opinion

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matter paragraph below, the Parent and its subsidiary companies, which are companies incorporated in India have maintained, in all material respects, adequate internal financial controls over financial reporting as of March 31, 2019, based on the criteria for internal financial control over financial reporting established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India, and except for the possible effects of the material weakness described in Basis for Qualified paragraph above on the achievement of the objectives of the control criteria, the Parent's and its subsidiary companies internal financial controls over financial reporting were operating effectively as of March 31, 2019.

We have considered the material weakness identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the consolidated financial statements of the Company for the year ended March 31, 2019, and the material weakness has affected our opinion on the said consolidated financial statements of the Group and we have issued a qualified opinion on the consolidated financial statements.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to 3 subsidiary companies, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of the above matter.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Rajesh K. Hiranandani
Partner
(Membership No. 36920)

Place: Mumbai
Date: May 24, 2019

dil LIMITED

Consolidated Balance Sheet as at March 31, 2019

(Rs. In Lakhs)

	Notes	As at March 31, 2019	As at March 31, 2018
ASSETS			
Non-current assets			
a) Property, plant and equipment	3	9,730.32	9,063.71
b) Capital work-in-progress		2,072.16	250.08
c) Investment property	4	7,382.81	8,049.53
d) Goodwill	5	412.79	412.79
e) Other intangible assets	6	230.20	211.04
f) Intangible assets under development		85.99	99.50
g) Investments			
i) Investments in associates	7	-	120.48*
ii) Investments in joint ventures	8	-	-
h) Financial assets			
i) Investments	9	58.19	11.69
ii) Loans	10	25.32	38.10
iii) Share application money	11	597.00	790.82*
iv) Others financial assets	12	462.75	479.97
i) Deferred tax assets (Net)	60C	2,297.83	-
i) Non-current tax assets (Net)	13	333.18	106.99
j) Other non-current assets	14	2,241.39	602.99
Total non-current assets		25,929.93	20,237.69*
Current assets			
a) Inventories	15	8,766.53	5,117.88
b) Financial assets			
i) Investments	16	114.79	105.89
ii) Trade receivables	17	6,554.40	6,871.93
iii) Cash and cash equivalents	18	4,076.50	3,243.69
iv) Bank balances other than (iii) above	19	5,036.92	22.26
v) Loans	20	1,180.26	9.39
vi) Other financial assets	21	258.22	90.22
c) Other current assets	22	3,573.29	2,765.25
Total current assets		29,560.91	18,226.51
TOTAL ASSETS		55,490.84	38,464.20*
EQUITY AND LIABILITIES			
Equity			
a) Equity share capital	23	458.64	229.32
b) Other equity	24	22,791.92	12,215.50*
Equity attributable to owners of the Company		23,250.56	12,444.82
Non-controlling interests		1,806.04	1,098.36
Total equity		25,056.60	13,543.18*
Liabilities			
Non-current liabilities			
a) Financial liabilities			
i) Borrowings	25	13,520.93	13,536.79
ii) Other financial liabilities	26	185.18	365.60
b) Provisions	27	630.94	272.97
c) Deferred tax liabilities (Net)	60C	366.13	218.93
d) Other non-current liabilities	28	133.41	171.18
Total non-current liabilities		14,836.59	14,565.47
Current liabilities			
a) Financial liabilities			
i) Borrowings	29	6,021.25	2,985.51
ii) Trade payables			
A) Total outstanding dues of micro and small enterprises and;	66	97.89	38.33
B) Total outstanding dues of creditors other than micro and small enterprises		4,174.08	3,970.27
iii) Other financial liabilities	30	4,251.90	2,332.07
b) Provisions	31	50.23	46.69
c) Other current liabilities	32	489.79	606.19
d) Current tax liabilities (Net)	33	512.51	376.49
Total current liabilities		15,597.65	10,355.55
TOTAL EQUITY AND LIABILITIES		55,490.84	38,464.20*
* Restated (Refer note 65)		-	-
See accompanying notes 1 to 68 to the consolidated financial statements			

In terms of our report attached

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants

Rajesh K. Hiranandani
Partner

Mumbai, May 24, 2019

For and on behalf of the Board of Directors of DIL Limited

Sanjay Buch
Chairman

Krishna Datla
Managing Director

Rajeshwari Datla
Director

Satish Varma
Director

Vinayak Hajare
Director

Dr Gopakumar Nair
Additional Director

Srikant N. Sharma
Company Secretary

Sumesh Gandhi
Chief Financial Officer

Thane, May 24, 2019

Consolidated Statement of Profit and Loss for the year ended March 31, 2019

(Rs. In Lakhs)

	Notes	Year ended March 31, 2019	Year ended March 31, 2018
Income:			
Revenue from operations	34	40,467.04	30,297.58
Other income	35	1,236.52	894.84
Total Income		**41,703.56**	**31,192.42**
Expenses:			
Cost of materials consumed	36	10,320.06	8,490.24
Purchases of stock-in-trade		187.54	28.80
Changes in inventories of finished goods, stock-in-trade and work-in-progress	37	(1,282.35)	(538.92)
Excise duty on sale of goods		-	30.79
Employee benefits expense	38	5,317.79	3,983.03
Depreciation and amortisation expense	39	1,188.75	1,236.31
Finance costs	40	2,065.31	1,363.38
Other expenses	41	11,035.85	9,001.85
Total expenses		**28,832.95**	**23,595.48**
Profit before tax		**12,870.61**	**7,596.94**
Tax expense:			
Current tax		3,195.65	2,108.35
Deferred tax charge/(credit)	60C	(2,115.30)	4.88
Total tax expense		**1,080.35**	**2,113.23**
Profit for the year before share of loss of associates and a joint venture		**11,790.26**	**5,483.71**
-Share of loss of associates		(49.82)	(248.38)*
-Share of profit / (loss) of a joint venture		7.04	(601.06)
Profit for the year		**11,747.48**	**4,634.27***
Other comprehensive income:			
Items that will not be reclassified to profit or loss			
a) (i) Remeasurements of defined benefit plan		(186.51)	5.20
(ii) Income tax relating to remeasurements of defined benefit plan		35.33	(3.63)
b) Net fair value change in investment in equity instruments through other comprehensive income		2.57	1.12
Total other comprehensive income / (loss) for the year (a+b)		**(148.61)**	**2.69**
Total comprehensive income for the year		**11,598.87**	**4,636.96***
Profit for the year attributable to:			
- Owners of the Company		11,035.67	3,371.43*
- Non-controlling interests		711.81	1,262.84
		11,747.48	**4,634.27***
Total other comprehensive income / (loss) for the year			
- Owners of the Company		(144.48)	2.69
- Non-controlling interests		(4.13)	-
		(148.61)	**2.69**
Total comprehensive income for the year attributable to:			
- Owners of the Company		10,891.19	3,374.12*
- Non-controlling interests		707.68	1,262.84
		11,598.87	**4,636.96***
Earnings per equity share of Rs. **5 each (Post split and post bonus)**	42 and 23 (c)		
Basic (in Rs.)		120.31	36.75*
Diluted (in Rs.)		120.31	36.75*
* Restated (Refer note 65)			
See accompanying notes 1 to 68 to the consolidated financial statements			

In terms of our report attached

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants

Rajesh K. Hiranandani
Partner

Mumbai, May 24, 2019

For and on behalf of the Board of Directors of DIL Limited

Sanjay Buch
Chairman

Krishna Datla
Managing Director

Rajeshwari Datla
Director

Satish Varma
Director

Vinayak Hajare
Director

Dr Gopakumar Nair
Additional Director

Srikant N. Sharma
Company Secretary

Sumesh Gandhi
Chief Financial Officer

Thane, May 24, 2019

Consolidated Cash Flow Statement for the year ended March 31, 2019

(Rs. In Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
A. Cash flows from operating activities		
Profit before tax as per Statement of profit and loss	12,870.61	7,596.94
Adjustments for:		
Depreciation and amortisation expense	1,188.75	1,236.31
Net unrealised foreign exchange gain	(139.41)	(261.02)
(Profit)/Loss on sale/write off, of property, plant and equipment (Net)	57.73	(80.42)
Allowance for doubtful debts	64.34	444.21
Allowance for doubtful inter-corporate deposit given to an associate	37.00	-
Share based payments to employees	52.80	-
Allowance for doubtful advances	3.24	11.18
Gain on sale of equity shares of an associate	(2.79)	-
Trade receivables and advances written off	21.13	(5.53)
Provision for Impairment in the value of share application money in an assoicite	186.34	-
Net gain arising on financial assets measured at fair value through profit and loss	(8.90)	(5.45)
Finance costs	2,065.31	1,363.38
Interest income	(419.81)	-
Dividend income	(0.38)	(0.30)
Operating profit before working capital changes	**15,975.96**	**10,299.30**
Movements in working capital:		
(Increase)/decrease in trade receivables	267.09	(2,576.56)
Increase in inventories	(3,648.65)	(1,226.50)
Increase in other assets	(1,402.67)	(1,475.80)
Increase in trade payables	279.88	1,271.16
Increase/(decrease) in provisions	182.04	(2.11)
Increase in other liabilities	666.39	1,464.15
	12,320.04	**7,753.64**
Income taxes paid (net of refunds)	(3,285.82)	(1,828.06)
Net cash generated from operations (A)	**9,034.22**	**5,925.58**
B. Cash flows from investing activities		
Payments for purchase of property, plant and equipment, investment property, capital work-in-progress, intangible assets and intangible assets under development	(3,577.15)	(1,952.76)
Proceeds on sale of property, plant and equipment	53.72	186.60
Intercorporate deposits given	(1,150.00)	-
Interest received	292.74	-
Purchase of investments		
In a Joint venture	-	(58.00)
In a subsidiary	-	(8,292.95)
Proceeds from sale of shares of an associate	37.00	-
Dividend received	0.38	0.30
Deposits with a financial institution	(300.00)	-
Deposits with Banks not considered as cash and cash equivalents (net)	(5,014.66)	2.74
Net cash used in investing activities (B)	**(9,657.97)**	**(10,114.07)**

Consolidated Cash Flow Statement for the year ended March 31, 2019

(Rs. In Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
C. Cash flows from financing activities		
Proceeds from long term borrowings	1,317.95	14,370.00
Repayment of long term borrowings	(759.92)	(5,056.51)
Net increase in short term borrowings	2,852.31	886.87
Finance costs	(2,042.78)	(1,246.69)
Dividends paid (including dividend distribution tax thereon)	(145.24)	(71.74)
Net cash generated from financing activities (C)	**1,222.32**	**8,881.93**
Net increase in cash and cash equivalents (A)+(B)+(C)	598.57	4,693.44
Cash and cash equivalents at the beginning of the year	3,243.69	(1,449.75)
Cash and cash equivalents at the end of the year	**3,842.26**	**3,243.69**
Components of cash and cash equivalents		
Cash on hand	3.34	4.89
Balances with banks		
In current accounts	1,174.10	1,303.38
In deposit accounts with original maturity for less than 3 months	2,899.06	1,006.14
In deposit accounts with original maturity for more than 3 months but less than 12 months	-	929.28
Cash credit facilities included under loans repayable on demand (Refer note 29)	(234.24)	-
Total cash and cash equivalents considered for cash flows	**3,842.26**	**3,243.69**
See accompanying notes 1 to 68 to the consolidated financial statements		

In terms of our report attached

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants

Rajesh K. Hiranandani
Partner

Mumbai, May 24, 2019

For and on behalf of the Board of Directors of DIL Limited

Sanjay Buch
Chairman

Krishna Datla
Managing Director

Rajeshwari Datla
Director

Satish Varma
Director

Vinayak Hajare
Director

Dr Gopakumar Nair
Additional Director

Srikant N. Sharma
Company Secretary

Sumesh Gandhi
Chief Financial Officer

Thane, May 24, 2019

Statement of Changes in Equity for the year ended March 31, 2019

(a) Equity share capital: (Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Balance at the beginning and end of the year	229.32	229.32
Add: Issue of Bonus shares	229.32	-
Balance at the end of the year	**458.64**	**229.32**

(b) Other equity (Rs. In Lakhs)

	Reserves and surplus							Items of Other comprehensive income	Attributable to the Owners of the Parent Company	Non Controlling Interest	Total
	Capital reserve	Capital Redemption Reserve	Unrealised gain/(loss) on dilution	Foreign Currency Translation Reserve	General Reserve	Share options outstanding account	Retained Earnings	Equity instruments through OCI			
Balance as at April 01, 2017	1,140.00	70.00	1,057.98	(1.60)	4,736.70	-	7,199.37	8.14	14,210.59	2,847.11	17,057.70
Profit for the year	-	-	-	-	-	-	3,371.43*	-	3,371.43*	1,262.84	4,634.27*
Addition for the year	-	-	(5,300.21)	-	-	-	-	-	(5,300.21)	(3,011.59)	(8,311.80)
Transfer to retained earnings	-	-	-	1.60	-	-	(1.60)	-	-	-	-
Payment of dividend (including dividend distribution tax)	-	-	-	-	-	-	(69.00)	-	(69.00)	-	(69.00)
Other comprehensive income for the year	-	-	-	-	-	-	1.57@	1.12	2.69	-	2.69
Balance as at March 31, 2018	1,140.00	70.00	(4,242.23)	-	4,736.70	-	10,501.77	9.26	12,215.50*	1,098.36	13,313.86*
Profit for the year	-	-	-	-	-	-	11,035.67	-	11,035.67	711.81	11,747.48
Utilised for issue of bonus shares	-	-	-	-	(229.32)	-	-	-	(229.32)	-	(229.32)
Recognition of share based payments	-	-	-	-	-	52.80	-	-	52.80	-	52.80
Payment of dividend (including dividend distribution tax)	-	-	-	-	-	-	(138.25)	-	(138.25)	-	(138.25)
Other comprehensive income / (loss) for the year	-	-	-	-	-	-	(147.05)@	2.57	(144.48)	(4.13)	(148.61)
Balance as at March 31, 2019	1,140.00	70.00	(4,242.23)	-	4,507.38	52.80	21,252.14	11.83	22,791.92	1,806.04	24,597.96

@Represents re-measurement of defined benefit plan

(c) Total equity (Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Total equity [(a)+(b)]	25,056.60	13,543.18*

* Restated (Refer note 65)

See accompanying notes 1 to 68 to the standalone financial statements

In terms of our report attached

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants

Rajesh K. Hiranandani
Partner

Mumbai, May 24, 2019

For and on behalf of the Board of Directors of DIL Limited

Sanjay Buch
Chairman

Krishna Datla
Managing Director

Rajeshwari Datla
Director

Satish Varma
Director

Vinayak Hajare
Director

Dr Gopakumar Nair
Additional Director

Srikant N. Sharma
Company Secretary

Sumesh Gandhi
Chief Financial Officer

Thane, May 24, 2019

Notes to Consolidated Financial Statements for the year ended March 31, 2019

1.1 Corporate information

DIL Limited ('DIL' or 'the Parent Company') is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1913. Its shares are listed on Bombay Stock Exchange. The registered office of the Company is located at A- 1601,Thane One, DIL Complex, Ghodbunder Road, Majiwade, Thane (West) 400610. DIL is in the business of renting properties and the Group has strategic investments in subsidiaries, associates and a joint venture which are engaged in manufacturing of bulk drugs, providing services of sporting and health awareness activities, and motion film production.

1.2 Scheme of amalgamation

The Board of Directors in its meeting held on June 21, 2018, have approved the scheme of amalgamation of Fermenta Biotech Limited (FBL), a subsidiary of the Parent Company, with the Parent Company. The Parent Company, having received no adverse observation from Bombay Stock Exchange, has subsequently filed an application seeking sanction of the scheme of amalgamation to National Company Law Tribunal, Mumbai, with the appointed date of April 01, 2018. The above Scheme shall be effective post receipt of required approvals and accordingly, the consolidated financial statements do not reflect the impact, on account of the Scheme.

2. Significant accounting policies

2.1 Statement of compliance

The consolidated financial statements are prepared in accordance with and in compliance, in all material aspects, with Indian Accounting Standard (Ind AS) notified under Section 133 of the Companies (Indian Accounting Standards) Rules, 2015, as amended and other provisions of the Act. The financial statements of the Group have been consolidated using uniform accounting policies.

2.2 Basis of preparation and presentation

The consolidated financial statements have been prepared on the historical cost basis, except for: (i) certain financial instruments that are measured at fair values at the end of each reporting period; and (ii) defined benefit plan – plan assets that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

a) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 17, share based payment transactions that are within the scope of Ind AS 102 and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or liability.

(b) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Parent Company, and its subsidiaries as disclosed in Note 47. Control is achieved when the Parent Company:

- has power over the investee;

- is exposed, or has rights, to variable returns from its involvement with the investee and

- has the ability to use its power to affect its returns.

Consolidation of a subsidiary begins when the Parent Company obtains control over the subsidiary and ceases when the Parent Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit and loss from the date the Parent Company gains control until the date when the Parent Company ceases to control the subsidiary.

Profit or loss and each component or other comprehensive income are attributed to the owners of the Parent Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owner of the Parent Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

The financial statements of the Group companies are consolidated on a line-by-line basis and intra-Group balances, transactions including unrealised gain / loss from such transactions and cash flows relating to transactions between members of the Group are eliminated upon consolidation.

(c) Operating cycle

Based on the nature of products / activities of the Group and the normal time between acquisition of assets/liabilities and their realization/settlement in cash and cash equivalents, the Group has determined its operating cycle as twelve months for the purpose of classification of its assets and liabilities as current and non-current.

(d) Changes in the Group's ownership interest in existing subsidiaries

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in 'Other equity' under 'gain / (loss) on dilution' and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/ permitted by applicable Ind AS). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109, or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

(e) Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated losses, if any.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit prorata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

(f) Investments in associates and joint ventures

Associates are those entities over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the entities but is not control or joint control of those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. The joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

Notes to Consolidated Financial Statements for the year ended March 31, 2019

The results and assets and liabilities of associates or joint ventures are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with Ind AS 105. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated balance sheet at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. Distributions received from an associate or a joint venture reduce the carrying amount of the investment. The carrying value of the Group's investment includes goodwill identified on acquisition, net of any accumulated impairment losses. When the Group's share of losses of an associate or a joint venture exceeds its interest in that associate or joint venture, the carrying amount of that interest (including any long-term investments) is reduced to zero and the recognition of further losses is discontinued except to the extent that the Group has obligations or has made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture and discontinues from the date when the investment ceases to be an associate or a joint venture, or when the investment is classified as held for sale. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised directly in equity as capital reserve in the period in which the investment is acquired.

After application of the equity method of accounting, the Group determines whether there any is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the net investment in an associate or a joint venture and that event (or events) has an impact on the estimated future cash flows from the net investment that can be reliably estimated. If there exists such an objective evidence of impairment, then it is necessary to recognise impairment loss with respect to the Group's investment in an associate or a joint venture.

When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with Ind AS 36 Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount, Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with Ind AS 36 to the extent that the recoverable amount of the investment subsequently increases.

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate or a joint venture, or when the investment is classified as held for sale. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with Ind AS 109. The difference between the carrying amount of the associate or joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

(g) Foreign currencies

Foreign currency transactions

In preparing the financial statements of each individual Group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are translated at exchange rates at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are re-translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not re-translated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

For the purposes of presenting these consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into Indian Rupees using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (and attributed to non-controlling interests as appropriate). When a foreign operation is disposed of, the relevant amount in the Foreign Currency Translation Reserve is reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates that do not result in the Group losing significant influence), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

(h) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(i) Employee Benefits

i) **Short term and other long-term employee benefits:**

A liability is recognised for benefits accruing to employees in respect of wages and salaries in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service. Liabilities recognised in respect of short term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

ii) **Termination benefits:**

A) **Defined contribution plans:** The Group contributes towards state governed provident fund scheme, employee state insurance scheme (ESIC) and labour welfare fund to all applicable employees and superannuation scheme for eligible employees. The Group has no further payment obligations once the contributions have been paid. Hence payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

Notes to Consolidated Financial Statements for the year ended March 31, 2019

B) **Defined benefit plan:** The employees' gratuity fund scheme represents the defined benefit plan. The cost of providing benefits is determined using projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of changes to the assets (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with the a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

Defined benefit costs are categorised as follows:

i) service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);

ii) net interest expenses or income; and

iii) remeasurement

The Group presents the first two components of defined benefit costs in the consolidated statement of profit and loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service cost.

iii) **Share-based payments:**
Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 61.

(a) Includes impact of market performance conditions (e.g. entity's share price)

(b) Excludes impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and

(c) Includes the impact of any non-vesting conditions (e.g. the requirement for employees to save or hold shares for a specific period of time)

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the "Share options outstanding account".

(j) **Income Taxes**
Income Tax expense represents the sum of the tax currently payable and deferred tax.

i) **Current tax:**
Current tax is the amount of income taxes payable in respect of taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the consolidated statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible under the Income Tax Act, 1961. The current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

ii) **Deferred tax:**
Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit under the Income Tax Act, 1961.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognized for all the deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflect the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Minimum Alternate Tax ('MAT') credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Group will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

iii) Presentation of current and deferred tax:

Current and deferred tax are recognized in the profit and loss, except when they relate to items that are recognised in Other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Group has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Group.

(k) Revenue recognition

The Group derives revenues primarily from sale of manufactured chemicals, bulk drugs, enzymes, pharmaceutical formulations, environmental solution products and rental income from investment property. Revenue is recognized when it is probable that economic benefits associated with a transaction flows to the Group in the ordinary course of its activities and the amount of revenue can be measured reliably. Revenue is measured at the fair value of the consideration received or receivable. Amounts collected on behalf of third parties such as sales tax, value added tax and Goods and Services Tax are excluded from revenue.

Effective April 01, 2018, the Group has adopted Indian Accounting Standard 115 (Ind AS 115) -'Revenue from contracts with customers' using the cumulative catch-up transition method, applied to contracts that were not completed as on the transition date i.e. April 01, 2018. Accordingly, the comparative amounts of revenue and the corresponding contract assets / liabilities have not been retrospectively adjusted. The effect on adoption of Ind-AS 115 is not material.

Rental income from investment in property

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

Sale of Goods:

The Group recognises revenue when it transfers control of a product or service to a customer. The control of goods is transferred to the customer depending upon the incoterms or as agreed with customer or delivery basis. Control is considered to be transferred to the customer:

- when the customer has ability to direct the use of such goods and obtain substantially all the benefits from it such as following delivery,
- the customer has full discretion over the manner of distribution and price to sell the goods,
- the customer has the primary responsibility when selling the goods and bears the risks of obsolescence and loss in relation to the goods.

Rendering of services:

Revenue from services rendered is recognised pro-rata over the period of the contract as the underlying services are performed.

Infrastructure support services, consists of maintenance of common area in the investment property and supply of essentials. Revenue from such services are recognised in accordance with the terms of the agreement entered into with individual lessees.

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Interest and dividend:
Interest income from financial assets is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

Interest on income tax refund is recognised on receipt of refund order.

Dividend income is recognized when the Group's right to receive payment is established which is generally when shareholders approve the dividend.

Export Incentives:
Duty free imports of raw materials under Advance License for imports as per the Import and Export Policy are matched with the exports made against the said licenses and net benefit / obligation is accounted by making suitable adjustments in raw material consumption.

The benefit under the Duty Drawback, Mercantile Export Incentive Scheme and other schemes as per the Import and Export policy in respect of exports made under the said schemes is included as 'Export Incentives' under the head "Other Operating Revenue" in the consolidated statement of profit and loss and is accounted in the year of export.

(l) **Property, plant and equipment (PPE)**
The Group had applied for one time transition exemption of considering the carrying value on the transition date i.e. April 01, 2016 as the deemed cost under Ind AS for its property, plant and equipment.

Measurement at recognition:
Items of property, plant and equipment are stated in balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any. Freehold land is not depreciated. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use. When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of property, plant and equipment and is recognised in profit or loss.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and capital work-in-progress) less their residual values on straight-line method over their useful lives as indicated in Part C of Schedule II of the Companies Act, 2013. Depreciation methods, useful lives and residual values are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The estimated useful lives of property, plant and equipment are as follows:

Assets	Estimated useful life (in years)
Buildings	30-60
Lease hold improvements (included in buildings)	5-10
Plant and equipment	5-20
Office Equipment (included in plant and equipment)	5-6
Computers (included in plant and equipment)	3-6
Furniture and fixtures	6-10
Vehicles	8

(m) Investment property

The Group had applied for one time transition exemption of considering the carrying value on the transition date i.e. April 01, 2016 as the deemed cost under Ind AS for its investment property.

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured-initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16's requirements for cost model.

Transfers to, or from, investment property shall be made when, and only when, there is a change in use, evidenced by:

(a) commencement of owner-occupation, for a transfer from investment property to owner-occupied property

(b) commencement of development with a view to sale, for a transfer from investment property to inventories

(c) end of owner-occupation, for a transfer from owner-occupied property to investment property;

(d) commencement of an operating lease to another party, for a transfer from inventories to investment property

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

The estimated useful lives of Investment property are as follows:

Assets	Estimated useful life (in years)
Buildings	60
Plant and equipment	15

(n) Intangible assets

(a) Intangible assets acquired separately

The Group had applied for one time transition exemption of considering the carrying value on the transition date i.e. April 01, 2016 as the deemed cost under Ind AS for its intangible assets.

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. The amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

An intangible asset is derecognised upon disposal or when no future economic benefits are expected to arise from use or disposal. Any gain or loss arising from derecognition of an intangible assets, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in consolidated statement of profit and loss when the assets is derecognised.

(b) Internally-generated intangible assets - Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred. An Internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if and only if, all the below stated conditions are fulfilled:

(i) the technical feasibility of completing the intangible asset so that it will be available for use or sale;

(ii) its intention to complete the asset and use or sell it;

(iii) its ability to use or sell the asset;

(iv) how the asset will generate probable future economic benefits;

(v) the availability of adequate resources to complete the development and to use or sell the asset; and

(vi) the ability to measure reliably the expenditure attributable to the intangible asset during development.

The amount initially recognised for internally-generated intangible assets is the sum of expenditure incurred from the date when the intangible assets first meets the recognition criteria listed above. Where no internally-generated intangible assets can be recognised, development expenditure is recognised in the consolidated statement of profit and loss in the period in which incurred.

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible as intangible assets that are acquired separately.

The estimated useful lives of intangible assets are as follows:

Assets	Estimated useful life (in years)
Computer software	3-6
Product know-how	3-5

(o) **Impairment of tangible and intangible assets other than goodwill**

At the end of each reporting period, the Group reviews the carrying amount of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the assets belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for a reasonable and consistent allocation basis to be identified.

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is determined:

(i) in the case of an individual asset, at the higher of the net selling price and the value in use; and

(ii) in the case of a cash generating unit (a Group of assets that generates identified, independent cash flows), at the higher of the cash generating unit's net selling price and the value in use.

[The amount of value in use is determined as the present value of estimated future cash flows from the continuing use of an asset and from its disposal at the end of its useful life. For this purpose, the discount rate (pre-tax) is determined based on the weighted average cost of capital of the Group suitably adjusted for risks specified to the estimated cash flows of the asset.]

For this purpose, a cash generating unit is ascertained as the smallest identifiable Group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets.

If recoverable amount of an asset (or a cash generating unit) is estimated to be less than its carrying amount, such deficit is recognised immediately in the consolidated statement of profit and loss as impairment loss and the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss is recognised for the asset (or a cash generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the consolidated statement of profit and loss.

(p) **Inventories**

Inventories consisting of raw materials and packing materials, work-in-progress, stock-in-trade and finished goods are measured at the lower of cost and net realisable value. The cost of all categories of inventories is based on the weighted average method. Cost of raw materials and packing materials and stock-in-trade comprises cost of purchases. Cost of work-in-progress and finished goods comprises direct material, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Costs of inventories also include all other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and costs necessary to make the sale.

(q) **Financial instruments**

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments.

Financial assets

Initial recognition and measurement:

All financial assets are recognised initially at fair value. Transaction costs that are directly attributable to the acquisition of financial assets are added to the fair value of the financial asset on initial recognition. Transaction costs directly attributable to the acquisition of financial assets as at fair value through profit or loss are recognised immediately in profit or loss. All regular way purchases or sales of financial assets are recognised or derecognised on a trade date basis. Regular way purchases or sales of financial assets are financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories -

(1) Debt instruments at amortised cost

(2) Debt instruments at fair value through other comprehensive income (FVTOCI)

(3) Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)

(4) Equity instruments measured at fair value through other comprehensive income (FVTOCI)

(1) Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost, if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income of the Statement of profit and loss. The losses arising from impairment are recognised in the Statement of profit or loss.

(2) Debt instrument at FVTOCI

A 'debt instrument' is measured as at FVTOCI, if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and the contractual terms of the instrument that give rise on specified dates to cash flows that are SPPI on the principal amount outstanding.

- Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI). However, the Group recognises interest income, impairment losses and reversals and foreign exchange gain or loss in the profit or loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to profit or loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

(3) Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortised cost or as FVTOCI, is classified as at FVTPL. In addition, the Group may elect to designate a debt instrument, which otherwise meets amortised cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

(4) Equity Instruments

All equity Instruments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument- by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument including foreign exchange gain or loss, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to consolidated statement of profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's balance sheet) when:

1) The contractual rights to receive cash flows from the asset have expired, or
2) The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either
   (a) The Group has transferred substantially all the risks and rewards of the asset, or
   (b) The Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement; in that case the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on financial assets measured at amortised cost, trade receivables, other contractual rights to receive cash or other financial assets, and guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit adjusted effective interest rate for purchase or originated credit-impaired financial assets). The Group estimates cash flow by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Group measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12 month expected credit losses. 12-month expected credit losses are portion of the lifetime expected credit losses and represent the lifetime cash shortfalls that will result if the default occurs within the 12-months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12-months.

If the Group's measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous period, but determines at the end of a reporting period that the credit risks has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous period, the Group again measures the loss allowance based on 12-month expected credit losses.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Group uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increase in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18, the Group always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Group has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

The impairment requirements for the recognition and measurement of a loss allowance are equally applied to debt instruments at FVTOCI except that the loss allowance is recognised in other comprehensive income and is not reduced from the carrying amount in the balance sheet.

Financial liabilities and equity instruments

Classification as debts or equity:

Debts and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments:

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue cost.

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in consolidated statement of profit and loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Financial liabilities:

Initial recognition and measurement:

All financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the issue of financial liabilities (other than financial liabilities at fair value through profit or loss) are deducted from the fair value of the financial liabilities on initial recognition. Transaction costs directly attributable to the issue of financial liabilities as at fair value through profit or loss are recognised immediately in profit or loss.

Subsequent measurement:

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL. However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, financial guarantee contracts, issued by the Group, and commitments issued by the Group to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies set out below.

Financial liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is either contingent consideration recognised by the Group as an acquirer in a business combination to which Ind AS 103 applies or is held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the 'Other income' line item.

However, for non-held-for-trading financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit, or loss, in which case these effects of changes in credit risk are recognised in profit or loss. The remaining amount of change in the fair value of liability is always recognised in profit and loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are reflected immediately in retained earnings and are not subsequently reclassified to profit or loss.

Gains or losses on financial guarantee contracts and loan commitments issued by the company that are designated by the Group as at fair value through profit or loss are recognised in profit or loss.

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Fair value is determined in the manner described in note 53.

Financial liabilities at amortised cost:

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Derecognition of financial liabilities:

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the consolidated statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(r) **Leasing**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as a lessor:

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Rental income from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the Group's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

The Group as a lessee:

Assets held under finance leases are initially recognised as assets of the company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated balance sheet as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs [see note 2(h) above]. Contingent rentals are recognised as expenses in the periods in which they are incurred.

Rental expense from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

(s) Provisions, contingent liabilities and contingent assets

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows when the effect of the time value of money is material.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Contingent assets are not recognized in the consolidated financial statements of the Group. A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the consolidated financial statements.

(t) Earnings per share

The Group presents basic and diluted earnings per share data for its equity shares.

Basic earnings per share are calculated by dividing the profit attributable to equity shareholders by the weighted average number of equity shares outstanding during the financial year. The Parent company does not have any potential equity shares, and accordingly, the basic earnings per share and diluted earnings per share are the same.

(u) Cash and cash equivalents:

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the Statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of cash credit balances as they are considered an integral part of the Group's cash management.

(v) Operating segments:

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). The chief operating decision maker is responsible for allocating resources and assessing performance of the operating segments of the Group and accordingly is identified as the chief operating decision maker.

(x) Cash dividends to equity holders

The Group recognises a liability to make cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

(y) Use of estimates and judgements

The preparation of the Group's financial statements requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the consolidated financial statements is included in the following notes:

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Fair value measurement of financial instruments:

When the fair values of financials assets and financial liabilities recorded in the financial statements cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques which involve various judgements and assumptions.

Useful lives of property, plant and equipment, investment property and intangible assets:

Property, plant and equipment, investment property and intangible assets represent a significant proportion of the asset base of the Group. The charge in respect of periodic depreciation and amortisation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Group's assets are determined by the management at the time when the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technical or commercial obsolescence arising from changes or improvements in production or from a change in market demand of the product or service output of the asset.

Assets and obligations relating to employee benefits:

The employment benefit obligations depend on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost/ (income) include the discount rate, inflation and mortality assumptions. Any changes in these assumptions will impact upon the carrying amount of employment benefit obligations.

Tax expense: [refer note 2(j)]

The Parent Company's tax jurisdiction is India. Significant judgements are involved in determining the provision for income taxes, if any, including amount expected to be paid/recovered for uncertain tax positions. Further, significant judgement is exercised to ascertain amount of deferred tax asset (DTA) that could be recognised based on the probability that future taxable profits will be available against which DTA can be utilized and amount of temporary difference in which DTA cannot be recognised on want of probable taxable profits.

Valuation of investment property [refer note 59]

Impairment of tangible and intangible assets other than goodwill [refer note 2(o)]

Provisions: [refer note 2(s)]

Write down in value of inventories: (refer note 15)

Contingencies (refer note 63)

(z) Recent Accounting pronouncements

Standards issued but not yet effective and not early adopted by the Group.

Ind AS 116 Leases

On March 30, 2019, the Ministry of Corporate Affairs (MCA) has notified Ind AS 116 Leases, under Companies (Indian Accounting Standards) Amendment Rules, 2019 which is applicable with effect from April 01, 2019. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lease accounting model for lessee and requires the lessee to recognize right of use assets and lease liabilities for all leases with a term of more than twelve months, unless the underlying asset is low value in nature. Currently, operating lease expenses are charged to the consolidated statement of profit and loss. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17. As per Ind AS 116, the lessee needs to recognise depreciation on rights of use assets and finance costs on lease liabilities in the consolidated statement of profit and loss. The lease payments made by the lessee under the lease arrangement will be adjusted against the lease liabilities. The Group is currently evaluating the impact on account of implementation of Ind AS 116 on the consolidated financial statements.

Amendment to Ind AS 12 'Income Taxes'

On March 30, 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 12 'Income Taxes'. The amendments require an entity to recognise the income tax consequences of dividends as defined in Ind AS 109 when it recognises a liability to pay a dividend. The income tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distributions to owners. Therefore, an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The amendment will come into force for accounting periods beginning on or after April 1, 2019. The Group is evaluating the effect of the above in the consolidated financial statements.

Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments

On March 30, 2019, Ministry of Corporate Affairs (MCA) has notified the Companies (Indian Accounting Standards) Amendment Rules, 2019 containing Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments which clarifies the application and measurement requirements in Ind AS 12 when there is uncertainty over income tax treatments. The current and deferred tax asset or liability shall be recognized and measured by applying the requirements in Ind AS 12 based on the taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates determined by applying this appendix. The amendment is effective for annual periods beginning on or after April 1, 2019. The Group is evaluating the effect of the above in the consolidated financial statements.

Amendment to Ind AS 19 'Employee Benefits'

On March 30, 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 19 'Employee Benefits' in connection with accounting for plan amendments, curtailments and settlements. The amendments require an entity to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement and to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling. The amendment will come into force for accounting periods beginning on or after April 1, 2019. The Group is evaluating the effect of the above in the consolidated financial statements.

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 3 - Property, plant and equipment

(Rs. In Lakhs)

	Freehold land	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Leasehold improvements	Total
At cost or deemed cost as at April 01, 2017	56.83	3,156.39	5,428.83	95.36	207.61	192.77	9,137.79
Additions	-	622.27	670.74	191.41	71.12	-	1,555.54
Disposals	(1.74)	-	(54.92)	(1.14)	(48.38)	-	(106.18)
Balance as at March 31, 2018	**55.09**	**3,778.66**	**6,044.65**	**285.63**	**230.35**	**192.77**	**10,587.15**
Additions	-	63.73	927.32	135.70	91.11	-	1,217.86
Transfer from Investment property	-	410.63	136.56	-	-	-	547.19
Transfer to Investment Property	(20.79)	(55.51)	-	-	-	-	(76.30)
Disposals	-	(130.86)	(81.42)	(18.21)	(45.27)	-	(275.76)
Balance as at March 31, 2019	**34.30**	**4,066.65**	**7,027.11**	**403.12**	**276.19**	**192.77**	**12,000.14**
Accumulated depreciation							
As at April 01, 2017	-	140.39	478.10	22.34	52.28	9.69	702.80
Depreciation expense	-	190.26	533.77	42.70	44.22	9.69	820.64
Balance as at March 31, 2018	**-**	**330.65**	**1,011.87**	**65.04**	**96.50**	**19.38**	**1,523.44**
Depreciation expense	-	205.07	580.07	51.33	33.54	9.69	879.70
Transfer from Investment property	-	16.67	17.57	-	-	-	34.24
Transfer to Investment Property	-	(3.25)	-	-	-	-	(3.25)
Disposals	-	(72.04)	(46.71)	(11.27)	(34.29)	-	(164.31)
Balance as at March 31, 2019	**-**	**477.10**	**1,562.80**	**105.10**	**95.75**	**29.07**	**2,269.82**
Carrying amount							
As at March 31, 2018	**55.09**	**3,448.01**	**5,032.78**	**220.59**	**133.85**	**173.39**	**9,063.71**
As at March 31, 2019	**34.30**	**3,589.55**	**5,464.31**	**298.02**	**180.44**	**163.70**	**9,730.32**

(Refer Notes 25 and 29- For details of assets pledged as security)

Note 4 - Investment property

(Rs. In Lakhs)

	Freehold land	Buildings	Plant and equipment	Total
At cost or deemed cost as at April 01, 2017	-	6,330.97	2,118.41	8,449.38
Additions	-	112.85	24.54	137.39
Balance as at March 31, 2018	**-**	**6,443.82**	**2,142.95**	**8,586.77**
Additions	-	-	33.36	33.36
Transfer to Property, plant and equipment	-	(410.63)	(136.56)	(547.19)
Transfer from Property, plant and equipment	20.79	55.51	-	76.30
Disposal	-	-	-	-
Balance as at March 31, 2019	**20.79**	**6,088.70**	**2,039.75**	**8,149.24**
Accumulated depreciation				
As at April 01, 2017	-	129.40	137.30	266.70
Depreciation expense	-	132.13	138.41	270.54
Balance as at March 31, 2018	**-**	**261.53**	**275.71**	**537.24**
Depreciation expense	-	123.71	136.47	260.18
Transfer to Property, plant and equipment	-	(16.67)	(17.57)	(34.24)
Transfer from Property, plant and equipment	-	3.25	-	3.25
Balance as at March 31, 2019	**-**	**371.82**	**394.61**	**766.43**
Carrying amount				
As at March 31, 2018	**-**	**6,182.29**	**1,867.24**	**8,049.53**
As at March 31, 2019	**20.79**	**5,716.88**	**1,645.14**	**7,382.81**

Notes:

Land includes Rs.8.06 lakhs, being cost of land held in trust by the managing director and one of the directors of the Company.

Refer Note 25- For details of assets pledged as security.

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 5 - Goodwill

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Deemed cost	533.79	533.79
Accumulated impairment losses	(121.00)	(121.00)
	412.79	**412.79**

Note 6 - Other intangible assets (other than internally generated)

(Rs. In Lakhs)

	Computer software	Product know -how	Total
At cost or deemed cost as at April 01, 2017	49.97	144.42	194.39
Additions	220.38	3.00	223.38
Balance as at March 31, 2018	**270.35**	**147.42**	**417.77**
Additions	54.68	13.35	68.03
Balance as at March 31, 2019	**325.03**	**160.77**	**485.80**
Accumulated amortisation			
As at April 01, 2017	16.66	44.94	61.60
Amortisation expense	43.50	101.63	145.13
Balance as at March 31, 2018	**60.16**	**146.57**	**206.73**
Amortisation expense	43.57	5.30	48.87
Balance as at March 31, 2019	**103.73**	**151.87**	**255.60**
Carrying amount			
As at March 31, 2018	**210.19**	**0.85**	**211.04**
As at March 31, 2019	**221.30**	**8.90**	**230.20**

Note 7 - Investments in associates (Non- current):

(Rs. In Lakhs)

		As at March 31, 2019	As at March 31, 2018
(carrying amount determined using equity method of accounting)			
Investment in associates - In equity instruments Unquoted (Fully paid up)			
a)	Health and Wellness India Private Limited	-	-
	30,12,504 Equity shares of Rs. 10 each (as at March 31, 2018- 30,12,504)		
b)	Zela Wellness Private Limited		
	1,03,234 Equity shares of Rs. 10 each as at March 31, 2018	-@	120.48*
		-	120.48*
	Notes:		
	The financial information in respect of these associates are not material to the group.		
	Proportion of Group's ownership interest in the associates [Refer note 47]		
	Accumulated unrecognised share of losses of associates		
	Health and Wellness India Private Limited	-	66.82
	Zela Wellness Private Limited	-	-
	Unrecognised share of losses of associates for the year		
	Health and Wellness India Private Limited	-	-
	Zela Wellness Private Limited	-	-
	Accumulated recognised share of losses of associates		
	Health and Wellness India Private Limited	598.53	591.06*
	Zela Wellness Private Limited	146.87	104.52*

* Restated (Refer note 65)

@ Refer note 50(b)

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 8 - Investments in joint ventures (Non- current):

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
(carrying amount determined using equity method of accounting)		
Investment in joint ventures - In equity instruments Unquoted (Fully paid up)		
Agastya Films LLP	-	588.00
	-	**588.00**
Less: Impairment in the value of investments	-	(588.00)
	-	-
Note:		
The financial information in respect of the joint venture is not material to the group [Refer note 45]		
Aggregate amount of investments before impairment	-	588.00
Aggregate amount of impairment in value of investments	-	588.00

Note 9 - Investments (Non- current):

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Equity instruments:		
Unquoted Investments (all fully paid up)		
Investments in equity instruments at FVTPL		
Biodil Marsing Private Limited	5.90	5.90
59,000 Equity shares of Rs. 10 each (as at March 31, 2018 - 59,000)		
Investments in equity instruments at FVTOCI		
Shivalik Solid Waste Management Limited	4.11	4.11
20,000 Equity shares of Rs. 10 each. (as at March 31, 2018 - 20,000)		
Zela Wellness Private Limited	43.94@	-
58,048 Equity shares of Rs. 10 each		
	53.95	**10.01**
Less: Impairment in the value of investments	(5.90)	(5.90)
Total aggregate unquoted Investments (A)	**48.05**	**4.11**
Quoted Investments (all fully paid)		
Investments in equity instruments at FVTOCI		
Abbott India Limited	10.14	7.58
139 Equity shares of Rs. 10 each (as at March 31, 2018 - 139)		
Total aggregate quoted investments (B)	**10.14**	**7.58**
Total Non-current investments (A+B)	**58.19**	**11.69**
Aggregate carrying value of unquoted investments before impairment	53.95	10.01
Aggregate amount of impairment in value of investments	5.90	5.90
Aggregate book value of quoted investments	10.14	7.58
Aggregate market value of quoted investments	10.14	7.58

@ Refer note 50(b)

Note 10 - Loans (Non- current)

	As at March 31, 2019	As at March 31, 2018
Loans to employees, considered good-unsecured	25.32	38.10
Inter corporate deposit considered doubtful-unsecured	304.83	267.83
Less : Allowance for doubtful inter corporate deposit	(304.83)	(267.83)
	25.32	**38.10**

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 11 - Share application money

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Health and Wellness India Private Limited	186.34	193.82*
Less: Impairment in the value of share application money	(186.34)	-
Noble Explochem Limited (Refer note 64)	597.00	597.00
	597.00	**790.82***

* Restated (Refer note 65)

Note 12 - Other financial assets (Non current)

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Bank deposits with remaining maturity of more than 12 months* (Refer note 19)	122.00	122.00
Deposits with a financial institution	200.00	-
Security deposits	126.33	326.61
Interest accrued but not due from a financial institution	13.57	-
Others	0.85	31.36
	462.75	**479.97**
*This consists of deposits:		
- held in the form of Debt Security Reserve (DSR) with Kotak Mahindra Bank Limited	110.00	110.00
- kept for fund based bank guarantee with Union Bank of India	12.00	12.00

Note 13 - Non-current tax assets (Net)

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Advance income-tax (Net of provision for tax)	333.18	106.99
	333.18	**106.99**

Note 14 - Other non-current assets

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Capital advances	1,002.47	186.66
Advances recoverable in cash or kind		
Unsecured considered good	45.91	17.63
Unsecured, considered doubtful	19.01	19.01
	64.92	**36.64**
Less: Allowance for doubtful advances	19.01	19.01
	45.91	**17.63**
Unamortised lease premium	1,018.95	215.97
Deferred rent	39.89	44.27
Prepaid expenses	130.42	134.71
Balances with government authorities	3.75	3.75
	2,241.39	**602.99**

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 15 - Inventories

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
(At lower of cost and net realisable value)		
Raw materials and packing materials [includes stock in transit of Rs. 66.11 Lakhs (as at March 31, 2018 Rs. Nil)]	4,050.21	1,814.48
Work-in-progress	2,939.87	2,225.09
Finished goods	1,482.55	914.98
Stores and spares	293.90	163.33
	8,766.53	**5,117.88**

Notes :

(i) The cost of inventories recognised as expense is disclosed in notes 36, 37, 41 and as purchase of stock-in-trade in the Consolidated statement of profit and loss.

(ii) Inventory write downs are accounted considering the nature of inventory, ageing, liquidation plan and net realisable value. Write downs of inventories amounted to Rs. 17.43 Lakhs (as at March 31, 2018 - Rs. 12.09 Lakhs). The changes in write downs are recognised as an expense in the Consolidated statement of profit and loss.

Note 16 - Investments (Current)

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
In Mutual funds at FVTPL*		
Unquoted investments (Units of Rs. 10 each fully paid)		
Union Capital Protection Oriented Fund - Series 7	114.79	105.89
10,00,000 units (as at March 31, 2018 - 10,00,000)		
	114.79	**105.89**

* Investments in mutual funds have been fair valued at the closing net asset value (NAV).

Note 17 - Trade receivables

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Unsecured, considered good	6,554.40	6,871.93
Unsecured, considered doubtful	308.73	1,033.63
	6,863.13	**7,905.56**
Less: Allowance for doubtful debts (expected credit loss allowance)	(308.73)	(1,033.63)
	6,554.40	**6,871.93**
Movement in the expected credit loss allowance		
Balance at the beginning of the year	1,033.63	589.42
Addition during the year	64.34	475.99
Reversal during the year	-	(31.78)
Written off during the year	(789.24)	-
Balance at the end of the year	**308.73**	**1,033.63**

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 18 - Cash and cash equivalents

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Balances with banks		
In current accounts	1,174.10	1,303.38
In deposit accounts with original maturity for less than 3 months	2,899.06	1,006.14
In deposit accounts with original maturity for more than 3 months but less than 12 months	-	929.28
Cash on hand	3.34	4.89
	4,076.50	**3,243.69**

Note 19 - Bank balances other than cash and cash equivalents

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Balances with banks		
Unpaid dividend accounts	15.25	22.26
In deposit accounts *	5,143.67	123.29
Out of deposit accounts:	5,158.92	145.55
Amount disclosed under other financial assets (non-current) (Refer note 12)	(122.00)	(122.00)
Amount disclosed under other financial assets (Current) (Refer note 21)	-	(1.29)
	5,036.92	**22.26**
* This include deposits:		
- held in the form of Debt Security Reserve (DSR) with Kotak Mahindra Bank Limited	110.00	110.00
- kept for fund based bank guarantee with Union Bank of India	12.00	12.00
- held under lien against guarantees and other commitments	560.69	1.29

Note 20 - Loans (Current)

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Unsecured, considered good		
Inter corporate deposit	1,150.00	-
Loans to employees	30.03	8.30
Others	0.23	1.09
	1,180.26	**9.39**

Note 21 - Other financial assets (Current)

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Deposit with a financial institution	100.00	-
Interest accrued but not due from banks and others	148.06	34.56
Deposit with banks with remaining maturity upto 12 months* (Refer note 19)	-	1.29
Others		
Unsecured, considered good	10.16	54.37
Unsecured, considered doubtful	1.18	11.18
Less: Allowance for doubtful advances	(1.18)	(11.18)
	10.16	**54.37**
	258.22	**90.22**
* held under lien against guarantees and other commitments	-	1.29

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 22 - Other current assets

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Advance for supply of goods and services		
Considered good	368.25	228.59
Considered doubtful	4.41	30.94
Less: Allowance for doubtful advances	(4.41)	(30.94)
	368.25	**228.59**
Deferred rent	17.33	14.27
Prepaid expenses	194.24	136.28
Travel advances to employees	6.02	4.78
Unamortised lease premium	18.16	9.85
Export incentive receivables		
Considered good	1,500.43	838.95
Considered doubtful	3.24	-
Less: Allowance for doubtful export incentive receivables	(3.24)	-
	1,500.43	**838.95**
Balances with government authorities	1,464.13	1,532.53
Others	4.73	-
	3,573.29	**2,765.25**

Note 23 - Equity Share Capital

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Authorised:		
98,40,000 Equity shares of Rs. 5/- each (as at March 31, 2018 - 49,20,000 Equity shares of Rs. 10/- each)	492.00	492.00
1,60,000 Unclassified shares of Rs. 5/- each (as at March 31, 2018 - 80,000 Unclassified shares of Rs. 10/- each)	8.00	8.00
	500.00	**500.00**
Issued, subscribed and paid-up :		
91,72,792 Equity shares of Rs. 5/- each (as at March 31, 2018 - 22,93,198 Equity shares of Rs. 10/- each)	458.64	229.32
	458.64	**229.32**

a) **Details of shareholders holding more than 5% shares in the Company**

Name of the shareholder	As at March 31, 2019		As at March 31, 2018	
Equity shares of Rs. 5/- each fully paid (as at March 31, 2018 Rs. 10/- each fully paid up)	No of shares in lakhs	% holding in the class	No of shares in lakhs	% holding in the class
DVK Investments Private Limited, the Holding Company	49.44	53.91%	12.36	53.91%
Mr. Krishna Datla	7.96	8.68%	1.99	8.68%

b) **Shares held by the Holding Company**

Out of equity shares issued by the Company, shares held by its Holding Company are as below. (Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
DVK Investments Private Limited		
49,44,940 Equity shares of Rs. 5/- each fully paid (as at March 31, 2018 -12,36,235 Equity shares of Rs. 10/-each fully paid)	247.25	123.62

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 23 - Equity Share Capital (*contd.*)

c) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

	As at March 31, 2019	As at March 31, 2018
	Number of Shares	Number of Shares
Equity Shares		
Opening Balance	22,93,198	22,93,198
Add: Split of Shares	22,93,198	-
Add: Issue of Bonus Shares	45,86,396	-
Closing Balance	**91,72,792**	**22,93,198**

During the year, the Company has split the face value of equity shares of the Company from face value of Rs. 10 per share to face value of Rs. 5 per share and thereafter has also allotted bonus equity shares in the ratio of one fully paid up equity share of Rs. 5 each for every one existing fully paid up equity share of Rs. 5 each held by the members, which has been approved by the shareholders through postal ballot. The record date for implementation of above corporate events was fixed on August 09, 2018. In view of the above, the Company's revised paid up share capital as at March 31, 2019 is Rs. 458.64 Lakhs consisting of 91,72,792 equity shares of Rs. 5 each as against paid up share capital of Rs. 229.32 lakhs consisting of 22,93,198 equity shares of Rs. 10/- each pertaining to previous year.

The earnings per share has been adjusted for previous year presented in accordance with Ind AS 33 "Earnings per Share" prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued hereunder (Refer note 42).

d) Rights, preferences and restrictions

The Company has issued only one class of equity shares having par value of Rs. 5 per share (as at March 31, 2018 - Rs. 10 per share). Each holder of equity shares is entitled to one vote per share. The Company declares and pays the dividend in Indian rupees. The dividend, if any, proposed by the Board of Directors is subject to shareholders' approval in the ensuing Annual General Meeting, except in case of interim dividend.

The Board of Directors of the Company in its meeting held on May 15, 2018 had recommended dividend at the rate 25% on equity shares having face value of Rs. 10 each for the year ended March 31, 2018. Pursuant to the split and issue of bonus shares referred in note 23(c) above, the Board of Directors at their meeting held on August 14, 2018 recommended dividend of 25% on equity shares having face value of Rs. 5 each on enhanced equity share capital which has been approved by the shareholders at their Annual General Meeting held on September 28, 2018 and paid subsequently. Refer note 58(ii) for dividend on equity shares paid by the Holding Company during the year.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

Note 24 - Other equity

(Rs. In Lakhs)

	Reserves and surplus							Items of Other comprehensive income	Total
	Capital reserve	Capital redemption reserve	Unrealised gain/(loss) on dilution	Foreign currency translation reserve	General reserve	Share options outstanding account	Retained earnings	Equity instruments through OCI	
Balance as at April 01, 2017	1,140.00	70.00	1,057.98	(1.60)	4,736.70	-	7,199.37	8.14	14,210.59
Profit for the year	-	-	-	-	-	-	3,371.43*	-	3,371.43*
Addition for the year	-	-	(5,300.21)	-	-	-	-	-	(5,300.21)
Transfer to retained earnings	-	-	-	1.60	-	-	(1.60)	-	-
Payment of dividend (including dividend distribution tax)	-	-	-	-	-	-	(69.00)	-	(69.00)
Other comprehensive income for the year	-	-	-	-	-	-	1.57@	1.12	2.69
Balance as at March 31, 2018	**1,140.00**	**70.00**	**(4,242.23)**	**-**	**4,736.70**		**10,501.77**	**9.26**	**12,215.50***
Balance as at April 01, 2018	**1,140.00**	**70.00**	**(4,242.23)**	**-**	**4,736.70**		**10,501.77**	**9.26**	**12,215.50**

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 24 - Other equity (*contd.*)

(Rs. In Lakhs)

	Reserves and surplus							Items of Other comprehensive income	Total
	Capital reserve	Capital redemption reserve	Unrealised gain/(loss) on dilution	Foreign currency translation reserve	General reserve	Share options outstanding account	Retained earnings	Equity instruments through OCI	
Profit for the year	-	-	-	-	-	-	11,035.67	-	11,035.67
Utilised for issue of bonus shares	-	-	-	-	(229.32)	-	-	-	(229.32)
Recognition of share based payments	-	-	-	-	-	52.80	-	-	52.80
Payment of dividend (including dividend distribution tax)	-	-	-	-	-	-	(138.25)	-	(138.25)
Other comprehensive income / (loss) for the year	-	-	-	-	-	-	(147.05)@	2.57	(144.48)
Balance as at March 31, 2019	**1,140.00**	**70.00**	**(4,242.23)**	**-**	**4,507.38**	**52.80**	**21,252.14**	**11.83**	**22,791.92**

@Represents remeasurement of defined benefit plan

* Restated (Refer note 65)

Description of nature and purpose of each reserve

Capital reserve: Capital reserve was created in the financial years 1995-96 and 1996-97 pursuant to sale of the Company's brands for which non compete fees were received and treated as a capital receipt.

Capital redemption reserve: This reserve was created for redemption of preference shares of Rs. 70.00 lakhs in the financial year 2010-2011.

Unrealised gain/(loss) on dilution: This reserve represents unrealised gain/(loss) due to change in the shareholdings in a subsidiary and an associate.

Share options outstanding account: The fair value of the equity settled share based payment transactions is recognised to share options outstanding account.

General Reserve: The reserve arises on transfer portion of the net profit pursuant to earlier provision of the Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act. 2013.

Retained earnings: Profits generated by the Group that are not distributed to shareholders as dividends but are reinvested in the business.

Equity instruments through other comprehensive income: This represents the cumulative gains / losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income, under an irrevocable option, net of amounts reclassified to retained earnings when such assets are disposed off.

Note 25 - Long-term borrowings

(Rs. In Lakhs)

	As at March 31, 2019		As at March 31, 2018	
	Non Current	Current	Non Current	Current
Secured				
Term loans				
From banks				
For R & D Thane / registered office [Refer note below (a)]	-	46.51	47.31	84.51
For Dahej facility [Refer note below (b)]	64.84	200.00	269.04	200.00
For Dahej facility [Refer note below (c)]	736.66	44.24	-	-
For Vehicles [Refer note below (d)]	13.14	5.52	18.65	9.35
From others				
For Business operations [Refer note below (e)]	3,076.46	680.00	3,736.87	172.00
For Business operations [Refer note below (f)]	4,671.83	351.06	4,418.64	324.63
For Business operations [Refer note below (g)]	4,958.00	-	5,046.28	-
Total	**13,520.93**	**1,327.33**	**13,536.79**	**790.49**
Amount disclosed under the head "other current financial liabilities" (Refer note 30)	-	(1,327.33)	-	(790.49)
Net amount	**13,520.93**	**-**	**13,536.79**	**-**

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 25 - Long-term borrowings (*contd.*)

Notes:

a) Term loan for relocation of R & D units / registered office is taken from Union Bank of India with interest rate MCLR + 2.15% (effective rate 10.65%) repayable in 48 equal monthly instalments from December 2015. The said term loan is secured by way of first pari-passu charge on property plant and equipment procured with the financial assistance of the term loan and by equitable mortgage of factory land and buildings of Dahej and Kullu of one of the subsidiaries viz. Fermenta Biotech Limited.

b) Term loan for expansion of Dahej facility is taken from Union Bank of India with interest rate MCLR + 2.15% (effective rate 10.65%) repayable in 48 equal monthly instalments starting from November 2016. The said term loan is secured by way of first pari-passu charge on property plant and equipment procured with the financial assistance of the term loan and by equitable mortgage of factory land and buildings at Dahej and Kullu of one of the subsidiaries viz. Fermenta Biotech Limited.

c) Term loan (External Commercial Borrowing) is taken from Yes Bank Limited for financing the capital expenditure for new project at Dahej SEZ with interest rate EURIBOR plus 3.5% (effective rate 3.5%), repayable in 48 equal monthly instalments starting from January 2020. The said ECB loan is secured by way of first pari-passu charge on property, plant and equipment procured with the financial assistance of the term loan, second charge on entire current assets and by equitable mortgage of factory land and buildings at Dahej and Kullu and all movable property, plant and equipment of one of the subsidiaries viz. Fermenta Biotech Limited except vehicles.

d) Vehicle loans are taken from the banks against hypothecation of the vehicles purchased, repayable in monthly instalments ranging between 36 to 60 months with interest rates ranging from 9.37% to 14.00% (as at March 31 2018, 8.20% to 14.00%).

e) Term loan from Kotak Mahindra Investments Limited under the loan against property (LAP) scheme of Rs. 4,000 lakhs at interest rate of 11.00% to 12.25% p.a. payable in 15 quarterly instalments starting from March 31, 2019 and secured by way of equitable Mortgage of Ground, 14th,15th and 16th floors of Thane One, land admeasuring approx. 45 acres located at Takawe, Pune (25 acres owned by DIL Limited and balance 20 acres held in trust by the Managing Director of the Company and others), and pledge of 30% equity stake of the Company in Fermenta Biotech Limited. Further, the said loan has been guaranteed by the personal guarantee of the Managing Director of the Parent Company and corporate guarantee of the Holding Company, DVK Investment Private Limited.

f) Term loan of Rs. 5,500 lakhs (as at March 2018 Rs. 5,000 lakhs) from Bajaj Finance Limited is taken at the interest rate of 9.52% to 9.82% p.a of which Rs. 2,500 lakhs is in the form of top up of discounting of lease rental on Thane One property (consisting of rentals of 1st floor to 13th floor) and balance Rs. 3,000 lakhs as a term loan secured by equitable mortgage of the premises at Ceejay House owned by Aegean Properties Limited (APL), a wholly owned subsidiary of the Parent Company. Further these loans have been guaranteed by the personal guarantee of the managing director of the Parent Company and the corporate guarantee of the holding company, DVK Investment Private Limited.

g) Loan by way of discounting of lease rental of Thane One Building consisting of 1st floor to 13th floor from Bajaj Finance Limited carrying interest @ 9.05% p.a repayable after 156 months on August 15, 2030 in one instalment. The said loan is secured by hypothecation of the lease agreements of Thane One (consisting of 1st floor to 13th floor). Further the loan has been guaranteed by the personal guarantee of the Managing Director of the Parent Company and the corporate guarantee of the Holding Company, DVK Investment Private Limited.

Note 26 - Other financial liabilities (Non- current)

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Deposits from tenants	185.18	365.60
	185.18	**365.60**

Note 27 - Provisions (Non- current)

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Provision for employee benefits		
Gratuity [Refer note 43]	275.32	71.84
Compensated absences	355.62	201.13
	630.94	**272.97**

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 28 - Other non-current liabilities

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Deferred rent	133.41	171.18
	133.41	**171.18**

Note 29 - Borrowings (Current)

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Loans repayable on demand		
From banks (Secured)		
Cash credit	234.24	-
Packing credit	5,132.08	2,128.09
Buyers credit	-	284.92
From others (Unsecured)		
Inter corporate deposits (ICD) from Allegro Corporate Finance Advisors Pvt. Ltd.	404.93	372.50
Inter corporate deposits (ICD) from DVK Investments Pvt. Ltd, the holding Company	250.00	200.00
	6,021.25	**2,985.51**

Packing credit, cash credit and buyers credit from Union Bank of India, are secured by first pari-passu charge on hypothecation of stocks and book debts of one of the subsidiaries viz. Fermenta Biotech Limited. The average interest rate for packing credit in foreign currency is 3.19% (EURO PCFC - EURIBOR+3%, USD PCFC - 6M LIBOR+3%) and average interest rate for cash credit is 10.55% (MCLR 1Y +2%).

Packing credit from Yes Bank Limited is secured by First pari-passu charge on current assets of one of the subsidiaries viz. Fermenta Biotech Limited and by equitable mortgage of factory land and buildings at Dahej and Kullu and all moveable property, plant and equipment of one of the subsidiaries viz. Fermenta Biotech Limited except vehicles. The average interest rate for packing credit in foreign currency is 2.75%.

Packing credit from Kotak Mahindra Bank is secured by First pari-passu charge on current assets, moveable property, plant and equipment of one of the subsidiaries viz. Fermenta Biotech Limited and equitable mortgage of factory land and buildings at Dahej and Kullu. The average interest rate for packing credit in foreign currency is 2.50%.

Buyers credit was taken from DBS Bank secured by lien on the deposit of Rs. NIL (as at March 31, 2018 Rs. 100.00 Lakhs) of one of the subsidiaries viz. Fermenta Biotech Limited.

ICD's from DVK Investments Pvt Ltd and Allegro Corporate Finance Advisors Pvt Ltd carrying interest at rate of 12% p.a.

Note 30 - Other financial liabilities (Current)

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Current maturities of long-term debts (Refer note 25)	1,327.33	790.49
Deposits from tenants	296.78	0.20
Payable to the employees / directors	1,797.26	1,084.39
Liability for capital expenditure	520.88	154.40
Interest accrued but not due on borrowings	223.57	201.03
Unclaimed dividend	15.25	22.26
Due to others	70.83	79.30
	4,251.90	**2,332.07**

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 31 - Provisions (Current)

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Provision for employee benefits		
Compensated absences	44.26	33.67
Provision for share of loss in a joint venture in excess of cost of investment	5.97	13.02
	50.23	**46.69**

Note 32 - Other current liabilities

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Statutory dues	204.62	323.39
Advance from customers	199.37	130.80
Deferred rent	66.83	59.71
Others	18.97	92.29
	489.79	**606.19**

Note 33 - Current tax liabilities (Net)

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Provision for income tax (Net of advance tax)	512.51	376.49
	512.51	**376.49**

Note 34 - Revenue from operations

(Rs. In Lakhs)

	Year ended March 31, 2019	Year ended March 31, 2018
Sale of products (Including excise duty)	37,593.72	28,316.10
Rent income	1,229.81	867.61
Amortised deferred rent	70.34	38.00
Sale of services	57.05	22.43
Service income (infrastructure support services to tenants)	248.25	189.97
Other operating revenues		
Export incentive	1,241.45	852.32
Scrap sales	26.42	11.15
	40,467.04	**30,297.58**

Note 35 - Other Income

(Rs. In Lakhs)

	Year ended March 31, 2019	Year ended March 31, 2018
Interest income on financial assets carried at amortised cost:		
Bank deposits	337.52	28.31
Other financial assets	82.29	17.04
Dividend income on investments in equity instruments designated at fair value through other comprehensive income	0.38	0.30
Gain on sale of equity shares of an associate	2.79	-
Entry tax refund	-	280.25
Insurance Claims	290.88	-

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 35 - Other Income (*contd.*)

(Rs. In Lakhs)

	Year ended March 31, 2019	Year ended March 31, 2018
Foreign exchange gain (Net)	510.71	431.57
Net gain on sale of property, plant and equipment	-	86.12
Net gain arising on financial assets measured at fair value through profit or loss	8.90	5.45
Miscellaneous income	3.05	45.80
	1,236.52	**894.84**

Note 36 - Cost of materials consumed:

(Rs. In Lakhs)

	Year ended March 31, 2019	Year ended March 31, 2018
Inventories of raw materials / packing materials at the beginning of the year	1,814.48	1,091.95
Add: Purchases	12,555.79	9,212.77
Less: Inventories of raw materials / packing materials at the end of the year	4,050.21	1,814.48
	10,320.06	**8,490.24**

Note 37 - Changes in inventories of finished goods, stock-in-trade and work-in-progress

(Rs. In Lakhs)

	Year ended March 31, 2019	Year ended March 31, 2018
Inventories at the end of the year		
Work-in-progress	2,939.87	2,225.09
Finished goods	1,482.55	914.98
	4,422.42	**3,140.07**
Inventories at the beginning of the year		
Work-in-progress	2,225.09	2,281.79
Finished goods	914.98	319.36
	3,140.07	**2,601.15**
	(1,282.35)	**(538.92)**

Note 38 - Employee benefits expense

(Rs. In Lakhs)

	Year ended March 31, 2019	Year ended March 31, 2018
Salaries and wages	4,665.07	3,495.61
Contribution to provident and other funds	180.64	147.46
Gratuity expense [Refer note 43]	44.78	58.87
Share based payments to employees [Refer note 61]	52.80	-
Staff welfare expenses	374.50	281.09
	5,317.79	**3,983.03**

Note 39 - Depreciation and amortisation expense

(Rs. In Lakhs)

	Year ended March 31, 2019	Year ended March 31, 2018
Depreciation of property, plant and equipment (Refer note 3)	879.70	820.64
Depreciation of investment property (Refer note 4)	260.18	270.54
Amortisation of intangible assets (Refer note 6)	48.87	145.13
	1,188.75	**1,236.31**

Note 40 - Finance costs

(Rs. In Lakhs)

	Year ended March 31, 2019	Year ended March 31, 2018
Interest on		
Term loans	1,501.72	1,054.15
Loans repayable on demand	195.98	150.49
Loans from related parties	26.93	16.18
Liabilities carried at amortised cost (Unwinding of interest)	116.59	34.87
Others	164.30	33.74
Other borrowing costs	59.79	73.95
	2,065.31	**1,363.38**

Note 41 - Other expenses

(Rs. In Lakhs)

	Year Ended March 31, 2019		Year Ended March 31, 2018	
Consumption of stores and spares		1,097.92		839.70
Processing charges		816.71		735.27
Electricity charges / fuel		1,348.19		1,086.30
Water charges		39.50		25.16
Excise duty / GST other than recovered on sales		121.68		61.11
Rates and taxes		167.43		142.03
Rent (including lease rentals)		138.89		78.87
Insurance		186.57		105.55
Repairs and maintenance:				
Plant and machinery		186.98		151.69
Buildings		128.78		57.70
Others		465.19		483.50
Commission on sales		2,312.94		2,022.98
Advertising and sales promotion expenses		273.92		267.74
Freight and forwarding charges		553.04		398.93
Travelling and conveyance		628.01		420.13
Professional and legal fees		760.77		684.26
Payment to auditors (Refer note below)		60.67		35.37
Exchange loss (Net)		-		0.13
Communication costs		48.99		52.79
Donations		2.42		62.94
Write-off of an investment in a joint venture	-		188.51	
Less: Provision for impairment held	-	-	(188.51)	-
Loss on sale of shares in a joint venture	588.00			-
Less: Provision for impairment held	(588.00)	-		-
Provision for Impairment in the value of share application money in an associate		186.34		-
Allowance for doubtful inter corporate deposit given to an associate		37.00		-
Allowance for doubtful debts		64.34		444.21
Allowance for doubtful advances		3.24		11.18
Trade receivables and advances written off	846.90			
Less: Allowance held	(825.77)	21.13		-
Printing and stationery		66.91		41.43
Staff recruitment expenses		26.11		19.99
Loss on sale/write off, of property, plant and equipment (Net)		57.73		5.70
Analytical Charges		127.65		56.32

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 41 - Other expenses (*contd.*)

(Rs. In Lakhs)

	Year Ended March 31, 2019	Year Ended March 31, 2018
Contract labour charges	402.09	339.92
Initial cost for operating leases	52.28	38.43
Miscellaneous expenses	652.43	332.52
	11,035.85	**9,001.85**

	Year Ended March 31, 2019	Year Ended March 31, 2018
Payment to auditors (excluding statutory levy)		
For audit	25.25	22.25
For limited review	15.00	12.50
For other services	18.53	0.41
Reimbursement of expenses	1.89	0.21
	60.67	**35.37**

Note 42 - Earnings per share (EPS):

The following table sets forth the computation of basic and diluted earnings per share :

	As at March 31, 2019	As at March 31, 2018
Profit for the year used for computation of basic and diluted earnings per share (Rs. in lakhs)	11,035.67	3,371.43
Weighted average number of equity shares used in calculating basic and diluted EPS [Refer notes 23 (c)]	91,72,792	91,72,792
Basic earnings per equity share [nominal value of share Rs. 5]	120.31	36.75*
Diluted earnings per equity share [nominal value of share Rs. 5]	120.31	36.75*

* Restated (Refer note 65)

Note: 43 - Employee benefits

The Group operates following employee benefit plans

I Defined contribution plans: Provident fund, Superannuation fund, Employee state insurance scheme (ESIC) and Labour welfare fund.

II Defined benefit plan: Gratuity (funded)

III Other long term benefit plan: Compensated absences (unfunded)

(Rs. In Lakhs)

		As at March 31, 2019	As at March 31, 2018
I)	**Defined contribution plan** The Group operates defined contribution retirement benefit plans for all qualifying employees of the Group. The contribution to defined contribution plan recognised as expenses in the Consolidated statement of profit and loss for the year is as under (Refer note 38).		
	Employer's contribution to provident fund	169.94	137.82
	Employer's contribution to superannuation fund	1.58	0.91
	Employer's contribution to ESIC and Employees Deposit Linked Insurance (EDLI)	9.07	8.69
	Employer's contribution to labour welfare fund	0.04	0.04

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note: 43 - Employee benefits (*contd.*)

II) Defined benefit plan

The Group operates a defined benefit plan, viz., gratuity.

In respect of Gratuity, a defined benefit plan, contributions are made to LIC's Recognised Group Gratuity Fund Scheme. It is governed by the Payment of Gratuity Act, 1972. Under the Gratuity Act, employees are entitled to specific benefit at the time of retirement or termination of the employment on completion of five years or death while in employment. The level of benefit provided depends on the member's length of service and salary at the time of retirement/termination. Provision for Gratuity is based on actuarial valuation done by an independent actuary as at the year end. Each year, the Group reviews the level of funding in gratuity fund.

(a) Movements in the present value of the defined benefit obligation are as follows: (Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Opening defined benefit obligation	322.32	309.01
Interest cost	22.99	16.94
Current service cost	40.14	34.00
Past Service Cost	-	27.14
Benefits paid	(22.13)	(49.50)
Actuarial (Gain)/loss on obligations- due to change in financial assumptions	143.52	(24.65)
Actuarial (Gain)/Loss on obligations- due to change in demographic assumptions	(0.11)	-
Actuarial (Gain)/loss on obligations- due to change in experience adjustment	43.38	9.38
Closing defined benefit obligation	**550.11**	**322.32**

(b) Movements in the fair value of the plan assets are as follows: (Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Opening fair value of plan assets	250.48	250.95
Employer's contributions	27.81	39.88
Interest income	18.35	16.13
Remeasurement gain / (loss) :		
Return on plan assets (excluding amounts included in net interest expense)	0.28	(6.98)
Benefit paid	(22.13)	(49.50)
Closing fair value of plan assets	**274.79**	**250.48**

(c) Reconciliation of fair value of plan assets and defined benefit obligation:

The amount included in the financial statements arising from the Group's obligation in respect of its defined benefit obligation plan is as follows: (Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Fair value of plan assets	274.79	250.48
Present value of obligation	550.11	322.32
Amount recognized in the Consolidated balance sheet surplus/(deficit)	**(275.32)**	**(71.84)**

(d) The amount recognised in Consolidated statement of profit or loss in respect of the defined benefit plan are as follows:

	As at March 31, 2019	As at March 31, 2018
Current service cost	40.14	34.00
Past service cost	-	27.14
Net interest expense / (income)	4.64	(2.27)
Components of defined benefit costs recognised in Consolidated statement of profit and loss	**44.78**	**58.87**

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note: 43 - Employee benefits (*contd.*)

(e) The amount recognised in other comprehensive income in respect of the defined benefit plan is as follows: (Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Remeasurement on the net defined benefits liability:		
Return on plan assets (excluding amounts included in net interest expense)	0.28	6.98
Actuarial gains/ (losses) arising from changes in other assumptions		
Actuarial gains/ (losses) arising from changes in financial assumptions	(143.52)	24.65
Actuarial gains / (losses) arising from changes in demographic assumptions	0.11	-
Actuarial gains / (losses) arising from changes in experience adjustments	(43.38)	(26.43)
Components of defined benefit recognised as income / (loss) in other comprehensive income	**(186.51)**	**5.20**

(f) The principal assumptions used for the purpose of the actuarial valuations were as follows:

	As at March 31, 2019	As at March 31, 2018
Discount rate (per annum)	7.45% to 7.75%	7.75% to 7.85%
Salary escalation rate (per annum)	10.00%	7.00%
Expected rate of return on plan assets (per annum)	7.45%- 7.50%	7.50%
Retirement age	58 Years	58 Years
Mortality rate during employment (per annum)	Indian Assured lives Mortality (2006-08)	
Leaving Service (Age groups)	In the range of 1-10%	

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

The expected rate of return on plan assets is considered as per declaration from Life Insurance Corporation of India (LIC) .

The expected contributions for defined benefit plan for the next financial year is Rs. 25.00 Lakhs (for the year ended March 31, 2018 - Rs. 25.00 Lakhs)

(g) Maturity analysis of projected benefit obligation (Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Expected benefits for Year 1	53.26	71.58
Expected benefits for Year 2	18.35	17.05
Expected benefits for Year 3	43.34	14.33
Expected benefits for Year 4	41.03	33.33
Expected benefits for Year 5	34.65	38.50
Expected benefits for Year 6	43.08	23.90
Expected benefits for Year 7	34.58	31.26
Expected benefits for Year 8	50.66	22.32
Expected benefits for Year 9	60.02	33.04
Expected benefits for Year 10 and above	1,136.04	495.71

(h) The major categories of plan assets as a percentage of the fair value of total plan assets are as follows: (Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Insurer Managed Funds	100%	100%

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 44 - Leases (*contd.*)

(i) Sensitivity analysis

Significant actuarial assumptions for determination of the defined benefit obligation are discount rate, expected salary increase and employee turnover. The sensitivity analysis below has been determined based on reasonably possible changes of the assumptions occurring at end of year, while holding all other assumptions constant. The result of sensitivity analysis is given below:

	As at March 31, 2019	As at March 31, 2018
Discount rate (- 0.50%)	4.87% to 7.26%	3.77% to 6.42%
Discount rate (+ 0.50%)	-4.49% to -6.65%	-3.52% to -5.89%
Salary Escalation Rate (- 0.50%)	-3.98 to -6.55%	-3.09 to -5.97%
Salary Escalation Rate (+ 0.50%)	4.26% to 7.07%	3.29% to 6.44%

This plan exposes the Group to actuarial risks such as: investment risk, interest risk, longevity risk and salary risk.

Investment risk : The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to the market yields on government bonds denominated in Indian rupees. If the actual return on plan asset is below this rate, it will create a plan deficit. However, the risk is partially mitigated by investment in LIC managed fund.

Interest risk : A decrease in the bond interest rate will increase the plan liability. However, this will be partially offset by an increase in the return on the plan's debt investments.

Longevity risk : The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk : The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

III) Other long term benefit plan

Actuarial valuation for compensated absences is done as at the year end and the provision is made as per Group rules with corresponding charge to the Consolidated Statement of profit and loss amounting to Rs. 185.39 Lakhs (for the year ended March 31, 2018 - Rs. 25.50 Lakhs) and it covers all regular employees. Major drivers in actuarial assumptions, typically, are years of service and employee compensation.

Obligation in respect of defined benefit plan and other long term employee benefit plans are actuarially determined at the year end using the "Projected Unit Credit Model". Gains and losses on changes in actuarial assumptions related to defined benefit obligations are recognised in OCI where as gains and losses in respect of other long term employee benefit plans are recognised in the Consolidated statement of profit and loss.

Note 44 - Leases

(Rs. In Lakhs)

		As at March 31, 2019	As at March 31, 2018
A.	**Assets taken on operating lease**		
	During the year the Group has entered into arrangements for taking on leave and license basis certain residential and office premises. These are generally non-cancellable and periods range between 11 months to 5 years under leave and licence / lease and are renewable by mutual consent and on mutually agreeable terms.		
a)	Lease payments recognised in the Consolidated statement of profit and loss for the year	138.89	78.87
b)	Future minimum lease payment under non cancellable leases in the aggregate and for each of the following periods:		
	i) Not later than one year	139.99	41.14
	ii) Later than one year and not later than five years	292.77	35.75

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 44 - Leases (*contd.*)

		As at March 31, 2019	As at March 31, 2018
B.	**Assets given on operating lease**		
	The Parent Company has entered into operating lease agreement for sublease of property in Worli, Mumbai with original lease period expiring on December 31, 2022.		
	The Parent Company has also entered into various operating lease agreements for its properties in Thane with original lease periods expiring upto 2022. These agreements have a non-cancellable period at the beginning of the period for 3 years and have rent escalation provisions of 5% every year or 15% after 3 years.		
c)	Rent income recognised in the Consolidated statement of profit and loss	1,229.81	867.61
	[Includes rentals on sub-lease of Rs. 192.01 lakhs (March 31, 2018: Rs. 46.79 lakhs)]		
d)	Future minimum lease income under the non-cancellable leases in the aggregate and for each of the following periods:		
	i) Not later than one year	905.43	1,182.30
	ii) Later than one year and not later than five years	372.69	1,066.95
	iii) More than five years	-	-

Note 45 - Interest in joint venture:

(i) The Company had invested an aggregate of Rs. 188.51 Lakhs in VasKo Glider s.r.o. Czechoslovakia, a joint venture. Out of the above, Rs. 1.96 Lakhs (equivalent to Czech Koruna 1 Lakh) was towards basic capital and Rs. 186.55 Lakhs (equivalent to Czech Koruna 95.24 Lakhs) was towards voluntary additional contribution to capital. VasKo Glider was involved in manufacture of wheelchairs based on Levitation Movement Technology, acquired from the joint venture partner under the technology transfer agreement with effect from March 18, 2005 and the patent of which is registered in Czechoslovakia in the name of the joint venture partner.

The proportionate share, as disclosed below, in the assets, liabilities, income and expenditure of the above joint venture was based on financial statements prepared as per Ind AS:

Name of joint venture	Place of incorporation and principal place of business	Proportion of ownership interest and voting rights held by the Company	
		March 31, 2019	March 31, 2018
VasKo Glider s.r.o.	Czechoslovakia	-	50%

The joint venture did not have any operations during the year ended March 31, 2018.

In view of the accumulated losses of this Joint Venture there was substantial erosion in the value of investment and accordingly, provision for diminution of Rs. 188.51 lakhs was made in the earlier year. During the previous year, the High court in Prague, Czech Republic, passed an order dated June 12, 2017 for dissolution of Vasko Glider s.r.o. The Parent Company had written off investment in previous year, in its books with intimation to Reserve Bank of India.

(ii) The proportionate share, as disclosed below, in the assets, liabilities, income and expenditure of the above joint venture is based on financial statements prepared as per Ind AS:

Name of joint venture	Place of incorporation and principal place of business	Proportion of ownership interest and voting rights held by the Company	
		March 31, 2019	March 31, 2018
Agastya Films LLP	India, Thane one, Dil complex, Thane (West)	-	50%

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 45 - Interest in joint venture (*contd.*)

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Percentage of holding	**50%**	**50%**
Current assets	-	-
Current liabilities	(5.97)	(13.02)
Net assets	(5.97)	(13.02)
Income	7.04	-
Other expenses	-	601.06
Profit/(Loss) before tax	7.04	(601.06)

The Joint Venture "Agastya Films LLP" released its movie on March 23, 2018 resulting in expensing of inventory cost of Rs. 1,202.11 lakhs . As the film did not do well, the entire cost of production resulted into loss. The share of loss attributable to the Parent Company of Rs. 601.06 lakhs resulted in erosion of investment of Rs. 588.00 lakhs in the said joint venture. During the previous year, the Parent Company recorded the share of loss in the value of investment of Rs. 588.00 Lakhs and share of loss in excess of cost of investment of Rs. 13.02 lakhs in its consolidated financial statements.

During the year ended March 31, 2019, the Parent Company sold its share of investment in the joint venture.

Note 46 - Segment information:

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Parent Company. The Managing Director of the Parent Company, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the CODM of the Parent Company. The Group has identified the following segments as reporting segments based on the information reviewed by CODM.

The business segments have been identified considering :

a) the nature of products and services

b) the differing risks and returns

c) the internal organisation and management structure, and

d) the internal financial reporting systems

The segment information presented is in accordance with the accounting policies adopted for preparing the consolidated financial statements of the Group. Segment revenues, expenses and results include inter-segment transfers.

A) The primary reporting of the Company has been performed on the basis of business segments, viz:

Property - Renting of properties

Chemicals/Bulk Drug- Manufacturing and selling of chemicals, primarily bulk drugs and enzymes.

Segments have been identified and reported based on the nature of the services, the risk and returns, the organisation structure and the internal financial reporting systems. (Rs. In Lakhs)

	2018-2019 *2017-2018*		
	Bulk Drug/Chemicals	Property	Total
a. Revenue			
1 Segment revenue	**38,925.52**	**1,953.41**	**40,878.93**
	29,202.01	*1,268.82*	*30,470.83*
Less : Inter-segment revenue	-	**411.89**	**411.89**
	-	*173.25*	*173.25*
Unallocated revenue			**1,236.52**
			894.84
2 Total			**41,703.56**
			31,192.42

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 46 - Segment information (*contd.*)

	2018-2019 *2017-2018* Bulk Drug/Chemicals	Property	Total
b. Result			
1. Segment profit / (loss)	15,149.14	582.97	15,732.11
	9,466.54	*198.50*	*9,665.04*
2. Finance costs			2,065.31
			1,363.38
3. Unallocable income/(expenditure) (net)			(1,534.91)
			(854.56)
4. Inter segment results			738.72
			149.84
5. Profit/(loss) before tax			12,870.61
			7,596.94
6. Provision for tax			
- current tax			3,195.65
			2,108.35
- deferred tax charge/(credit)			(2,115.30)
			4.88
7. Profit after tax			11,790.26
			5,483.71
c. Other information			
1. Segment assets	32,700.32	8,250.11	40,950.43
	23,749.09	*8,217.82*	*31,966.91*
2. Unallocated corporate assets			14,540.41
			*6,497.29**
3. Total assets			55,490.84
			*38,464.20**
4. Segment liabilities	7,456.78	1,181.03	8,637.81
	7,337.40	*1,032.06*	*8,369.46*
5. Unallocated corporate liabilities			21,796.43
			16,551.56
6. Total liabilities			30,434.24
			24,921.02
7. Cost incurred during the year to acquire			
- segment tangible and intangible assets	3,481.17	45.88	3,527.05
	1,238.73	*341.98*	*1,580.71*
- unallocated segment tangible and intangible assets			50.10
			110.89
8. Depreciation and amortization expense	809.13	349.77	1,158.90
	852.59	*339.90*	*1,192.49*
9. Unallocated depreciation			29.85
			43.82

(Figures in italics are the corresponding figures in respect of the previous year)

* Restated (Refer note 65)

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 46 - Segment information (*contd.*)

B) **Geographical information**

Geographical information is reported on the basis of the geographical location of the customers. The management views the Indian market and export markets as distinct geographical markets.

Revenue by market – The following is the distribution of the Group's revenue by geographical market: (Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
India		
Bulk Drug/Chemicals	8,587.42	5,787.40
Property	1,541.52	1,095.58
Europe - Bulk Drug/Chemicals	21,276.47	15,063.55
USA - Bulk Drug/Chemicals	4,369.68	3,099.60
Others countries - Bulk Drug/Chemicals	4,691.95	5,251.45
	40,467.04	**30,297.58**

Assets by geographical area – The following is the carrying amount of segment non-current assets by geographical area in which the assets are located:

	Non-Current assets*	
	As at March 31, 2019	As at March 31, 2018
India		
Bulk Drug/Chemicals	10,602.93	8,443.89
Property	9,311.34	9,642.76
	19,914.27	**18,086.65**

* Non-current assets exclude investments in associates, joint ventures, other investments, loans, share application money, other financial assets and deferred tax assets.

The Group's operating facilities are located in India.

The Group has generated revenue aggregating Rs. 10,133.70 Lakhs from two customers (March 31, 2018: Rs. 6,890.04 Lakhs from two customers). Revenue from each of these customers is 10% or more of the group's total revenue.

Note 47 - List of entities included in the consolidated financial statements is as under

	Country of Incorporation	Proportion of ownership interest as at	
		March 31, 2019	March 31, 2018
Parent Company:			
DIL Limited	India		
Direct Subsidiaries			
Fermenta Biotech Limited (FBL) #	India	93.72%	93.72%
Aegean Properties Limited	India	100.00%	100.00%
CC Square Films Limited	India	100.00%	100.00%
Step down Subsidiaries			
Fermenta Biotech (UK) Limited (100% subsidiary of FBL)	United Kingdom	93.72%	93.72%
G.I. Biotech Private Limited (62.50 % subsidiary of FBL)	India	58.58%	58.58%
Associates			
Health and Wellness India Private Ltd	India	47.15%	47.15%
Zela Wellness Private Limited [Refer note 50(b)]	India	-	29.50%
Joint Venture			
Agastya Films LLP. [Refer note 45 (ii)]	India	-	50.00%

The proportion of ownership interest upto December 15, 2017 was 72.09%

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 48 - Disclosure of additional information pertaining to the Parent Company, subsidiaries, associates and joint venture as per Schedule III of Companies Act, 2013:

			March 31, 2019								March 31, 2018							
			Net assets, i.e., total assets minus total liabilities		Share in profit/(loss)		Share in other comprehensive income/(loss)		Share in total comprehensive income/(loss)		Net assets, i.e., total assets minus total liabilities		Share in profit/ (loss)		Share in other comprehensive income/(loss)		Share in total comprehensive income/(loss)	
Sr No	Particulars	Name of the Entity	%	Rs. in Lakhs	%	Rs. in Lakhs	%	Rs. in Lakhs	%	Rs. in Lakhs	%	Rs. in Lakhs	%	Rs. in Lakhs	%	Rs. in Lakhs	%	Rs. in Lakhs
I	Parent Company	DIL Limited	-10%	(2,306.74)	1%	120.16	56%	(82.83)	0%	37.33	-29%	(3,639.37)@	-57%	(1,927.47)	-154%	(4.17)	-57%	(1,931.62)
II	Subsidiary Companies											-		-				
	a. India	Aegean Properties Limited	0%	57.10	0%	(24.67)	-	-	0%	(24.67)	1%	72.52	-1%	(20.58)	-	-	-1%	(20.58)
		CC Square Films Limited	0%	5.57	0%	0.04	-	-	0%	0.04	0%	5.49	0%	5.42	-	-	0%	5.42
		Fermenta Biotech Limited	117%	27,116.18	106%	11,697.51	41%	(61.65)	107%	11,631.73	136%	16,919.36	223%	7,503.08	254%	6.87	223%	7,509.93
		G I Biotech Private Limited	0%	0.50	0%	(0.68)	-	-	0%	(0.68)	0%	1.19	0%	(0.34)	-	-	0%	(0.34)
	b. Foreign	Fermenta Biotech (Uk) Limited	1%	183.99	0%	(2.10)	-	-	0%	(2.10)	1%	183.99	-2%	(76.40)	-	-	-2%	(76.40)
III	Non-controlling interests		-8%	(1,806.04)	-6%	(711.81)	-	(4.13)	-6%	(707.68)	-9%	(1,098.36)	-37%	(1,262.84)	-	-	-37%	(1,262.84)
IV	Associates *																	
	India	Health And Wellness India Private Limited	0%	-	0%	(7.48)	-	-	0%	(7.48)	0%	-	-4%	(136.65)@	-	-	-4%	(136.65)
		Zela Wellness Private Limited	0%	-	0%	(42.34)	-	-	0%	(42.34)	0%	-	-3%	(111.73)@	-	-	-3%	(111.73)
V	Joint Venture *																	
	India	Agastya Films LLP	0%	-	0%	7.04	-	-	0%	7.04	0%	-	-18%	(601.06)	-	-	-18%	(601.06)
		Total	100%	23,250.56	100%	11,035.67	97%	-148.61	100%	10,891.19	100%	12,444.82	118%	3,371.43	100%	2.70	100%	3,374.13

* Investments accounted as per the equity method

@ Restated (Refer note 65)

Note 49 - Related parties disclosures as per Ind AS 24

A) Names of the related parties where there are transactions and description of relationships

	Country of Incorporation
a) Holding Company:	
DVK Investments Private Limited	India

b) i) Key Management Personnel

Name of Key Management Personnel	Designation
Mr. Krishna Datla (also a person controlling the holding company)	Managing Director
Mr. Satish Varma	Non-Executive Director
Mr. Sanjay Buch	Non-Executive Director
Ms. Rajeshwari Datla (also relative of the Managing Director)	Non-Executive Director
Mr. Vinayak Hajare	Non-Executive Director
Mr. Sumesh Gandhi	Chief Financial Officer
Mr. Srikant N Sharma	Company Secretary

b) ii) Relative of Key Management Personnel

Ms. Anupama Datla Desai [Executive director in Fermenta Biotech Limited]

c) Joint Venture

Agastya Films LLP (up to December 31, 2018)

d) Associates

Health and Wellness India Private Limited

Zela Wellness Private Limited (up to November 29, 2018)

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 49 - Related parties disclosures as per Ind AS 24 (*contd.*)

e) **Enterprises under significant influence of key management personnel or their relatives:**

Magnolia FNB Private Limited

Dupen Laboratories Private Limited

Lacto Cosmetics (Vapi) Private limited

B) Related party transactions: (Rs. In Lakhs)

Sr. No.	Particulars	Refer A (a) above	Refer A (b) above	Refer A (e) above	Refer A (c) and (d) above
1	Remuneration to Directors and Key Management Personnel (including commission)*				
	Mr. Krishna Datla	-	278.52	-	-
		(-)	(178.37)	(-)	(-)
	Mr. Satish Varma	-	740.11	-	
		(-)	(501.85)	(-)	(-)
	Ms. Anupama Datla Desai	-	621.77	-	-
		(-)	(272.01)	(-)	(-)
	Mr. Sanjay Buch	-	14.67	-	-
		(-)	(10.77)	(-)	(-)
	Mr. Sumesh Gandhi	-	77.71	-	-
		(-)	(55.61)	(-)	(-)
	Mr. Srikant N Sharma	-	48.81	-	-
		(-)	(49.64)	(-)	(-)
2	Directors sitting fees				
	Mr. Krishna Datla	-	2.80	-	-
		(-)	(1.90)	(-)	(-)
	Ms. Rajeshwari Datla	-	3.30	-	-
		(-)	(1.90)	(-)	(-)
	Mr. Satish Varma	-	3.60	-	-
		(-)	(2.00)	(-)	(-)
	Mr. Sanjay Buch	-	6.70	-	-
		(-)	(4.10)	(-)	(-)
	Mr. Vinayak Hajare	-	4.10	-	-
		(-)	(2.30)	(-)	(-)
3	Sale of products (including excise duty)				
	Dupen Laboratories Private Limited	-	-	7.08	-
		(-)	(-)	(12.15)	(-)
4	Purchase of raw materials, packing materials and spares				
	Lacto Cosmetics (Vapi) Private Limited	-	-	1.24	-
		(-)	(-)	(2.16)	(-)
5	Processing charges				
	Lacto Cosmetics (Vapi) Private Limited	-	-	5.66	-
		(-)	(-)	(10.36)	(-)
6	Other reimbursements received				
	Lacto Cosmetics (Vapi) Private Limited	-	-	1.05	-
		(-)	(-)	(2.72)	(-)
7	Rent income				
	DVK Investments Private Limited	0.30	-	-	-
		(0.30)	(-)	(-)	(-)
	Magnolia FNB Private Limited	-	-	0.30	-
		(-)	(-)	(0.30)	(-)

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 49 - Related parties disclosures as per Ind AS 24 (*contd.*)

Sr. No.	Particulars	Refer A (a) above	Refer A (b) above	Refer A (e) above	Refer A (c) and (d) above
8	**Provision for impairment in the value of share application money and inter corporate deposit in an associate**				
	Health and Wellness India Private Limited	-	-	-	**223.34**
		(-)	(-)	(-)	(-)
9	**Provision for impairment of non-current investment in a joint venture**				
	Agastya Films LLP	-	-	-	-
		(-)	(-)	(-)	(588.00)
10	**Provision for share of loss in a joint venture in excess of cost of investment**				
	Agastya Films LLP	-	-	-	**7.05**
		(-)	(-)	(-)	(13.02)
11	**Loans taken**				
	DVK Investments Private Limited	**50.00**	-	-	-
		(200.00)	(-)	(-)	(-)
12	**Interest on loan taken**				
	DVK Investments Private Limited	**26.92**	-	-	-
		(16.18)	(-)	(-)	(-)
13	**Capital contribution**				
	Agastya Films LLP	-	-	-	-
		(-)	(-)	(-)	(326.00)

(Figures in brackets are the corresponding figures in respect of the previous year.)

* Note: The remuneration to the key managerial personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the company as a whole.

C) **Balance outstanding as at the end of the year :** (Rs. In Lakhs)

		March 31, 2019	March 31, 2018
a.	**Trade Payables**		
	Enterprises under significant influence of key management personnel or their relatives		
	Lacto Cosmetics (Vapi) Pvt Ltd	1.36	4.98
b.	**Trade receivables**		
	Enterprises under significant influence of key management personnel or their relatives		
	Dupen Laboratories Pvt Ltd	10.33	6.33
c.	**Other financial liabilities**		
	Key management personnel and relative of Key management personnel		
	Mr. Krishna Datla	117.34	86.19
	Mr. Satish Varma	606.69	430.93
	Ms. Anupama Datla Desai	530.85	215.46
	Mr.Sanjay Buch	14.67	10.77
	Mr. Srikant N Sharma	10.98	9.72
d.	**Provision for diminution in the value of investment and other financial assets**		
	Joint venture		
	Agastya Films LLP	-	588.00
	Associate		
	Health and Wellness India Private Limited	223.34	-
e.	**Loans to employees**		
	Key management personnel		
	Mr. Srikant N Sharma	1.60	4.80

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 49 - Related parties disclosures as per Ind AS 24 (*contd.*)

		March 31, 2019	March 31, 2018
f.	**Loans repayable on demand**		
	Holding company		
	DVK Investments Private Limited	250.00	200.00
g.	**Other financial liabilities (Interest accrued but not due)**		
	Holding company		
	DVK Investments Private Limited	38.79	16.18
h.	**Provision for share of loss in a joint venture in excess of cost of investment**		
	Joint venture		
	Agastya Films LLP	5.97	13.02

Note 50

(a) During the previous year ended March 31, 2018, the Parent Company acquired stake of 21.05% in Fermenta Biotech Limited (Equivalent to 38,30,072 equity shares of Rs. 10 each fully paid) held by Evolvence Life Science Fund LLP for consideration of Rs. 8,292.95 Lakhs.

(b) The Parent Company has sold 45,186 equity shares of Rs. 10/- each in Zela Wellness Private Limited (Zela). Consequently, the Groups holding in Zela has reduced from 29.50% to 16.59% and accordingly post November 29, 2018, the entity is not an associate of the Group.

Note 51 - Research and development expenditure:

During the year ended March 31, 2019, the research and development expenditure of Rs. 879.10 Lakhs (March 31, 2018: Rs. 584.73 Lakhs) (excluding interest and depreciation) has been charged to the Consolidated statement of profit and loss. The capital expenditure in the current year on research and development amounts to Rs. 115.16 Lakhs (March 31, 2018: Rs. 91.60 Lakhs).

Note 52

Commission and directors sitting fees has been charged to the Consolidated statement of profit and loss pertaining to :

Parent Company - Director sitting fees of Rs. 14.90 Lakhs (March 31, 2018: Rs. 8.40 Lakhs) to Non-Executive directors

Fermenta Biotech Limited - Commission and directors sitting fees aggregating Rs. 1,137.54 Lakhs (March 31, 2018: Rs. 646.39 Lakhs) to the Managing Director and Executive Director and aggregating Rs. 155.08 Lakhs (March 31, 2018: Rs. 113.18 Lakhs) to the non-executive directors.

Note 53 - Categories of the financial instruments

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Financial assets		
Financial assets measured at fair value through Other comprehensive income		
Investments in equity instruments - quoted	10.14	7.58
Investments in equity instruments - unquoted	48.05	4.11
Financial assets measured at fair value through profit or loss		
Investments in mutual funds - unquoted	114.79	105.89
Financial assets measured at amortised cost		
(i) Trade receivables	6,554.40	6,871.93
(ii) Cash and cash equivalents	4,076.50	3,243.69
(iii) Bank balances other than (ii) above	5,036.92	22.26
(iv) Share application money	597.00	790.82*
(v) Loans	1,205.58	47.49
(vi) Other financial assets	720.97	570.19
Total Financial assets	**18,364.35**	**11,663.96***
Financial liabilities measured at amortised cost		
(i) Borrowings	20,869.51	17,312.79
(ii) Trade payables	4,271.97	4,008.60
(iii) Other financial liabilities	3,109.75	1,907.18
Total Financial liabilities	**28,251.23**	**23,228.57**

* Restated (Refer note 65)

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 54 - Reconciliation of Level 3 fair value measurements:

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Opening balance	4.11	4.11
Transferred during the year	43.94	-
Total gains or losses		
recognised through other comprehensive income	-	-
Closing balance	**48.05**	**4.11**

Note 55 - Fair Value

Fair value of financial assets and financial liabilities that are not measured at fair value but fair value disclosures are required :

(Rs. In Lakhs)

	Carrying value		Fair value	
	As at March 31, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018
Financial assets				
(i) Loans	1,205.58	47.49	1,205.58	47.49
(ii) Share application money	597.00	790.82*	597.00	790.82*
(iii) Others financial assets	720.97	570.19	720.97	570.19
(iv) Trade receivables	6,554.40	6,871.93	6,554.40	6,871.93
(v) Cash and cash equivalents	4,076.50	3,243.69	4,076.50	3,243.69
(vi) Bank balances other than (v) above	5,036.92	22.26	5,036.92	22.26
Total assets	**18,191.37**	**11,546.38**	**18,191.37**	**11,546.38**
Financial liabilities				
(i) Borrowings	20,869.51	17,312.79	20,869.51	17,312.79
(ii) Trade payables	4,271.97	4,008.60	4,271.97	4,008.60
(iii) Other financial liabilities	3,109.75	1,907.18	3,109.75	1,907.18
Total liabilities	**28,251.23**	**23,228.57**	**28,251.23**	**23,228.57**

*Restated (Refer note 65)

The financial assets above do not include other investments measured at fair value through OCI.

The directors consider that the carrying amounts of financial assets and financial liabilities recognised in the Consolidated financial statements approximate their fair values.

Note 56 - Fair value hierarchy :

(Rs. In Lakhs)

	As at March 31, 2019		As at March 31, 2018	
	Fair Value	Fair value hierarchy	Fair Value	Fair value hierarchy
Financial assets measured at fair value through Other comprehensive income				
Investments -quoted	10.14	Level 1	7.58	Level 1
Investment-unquoted	48.05	Level 3	4.11	Level 3
Financial assets measured at fair value through profit or loss				
Investments in mutual funds	114.79	Level 1	105.89	Level 1

Note 57 - Financial risk management objectives and policies

The Group is exposed to credit risk, liquidity risk and market risk. The Group's financial risk management is an integral part of how to plan and execute its business strategies. The Board of Directors review and agree policies for managing each of these risks, which are summarised below.

a) **Market risk:**

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates, foreign currency exchange rates, commodity prices and equity price risk). Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short term and long-term borrowings. The Group is exposed to market risks related to foreign exchange rate risk, commodity rate risk, interest rate risk and other price risks, such

Note 57 - Financial risk management objectives and policies (*contd.*)

as equity price risks. Thus, the Group's exposure to market risk is a function of borrowing activities, revenue generating and operating activities in foreign currencies.

i) Equity price risk

The Group's unlisted equity securities are susceptible to market price risk arising form uncertainties about future values of the investments in securities. The Group manages the equity price risk through diversification and by placing limits on individual and total equity instruments. The Group's Board of Directors review and approve, all investments in the equity investments.

As at March 31, 2019, the group had exposure to equity securities measured at fair value. The changes in fair values of the equity investments were strongly positively co-related with changes in market index. As at March 31, 2019 and March 31, 2018, the Group did not have material investments in / exposure to quoted or unquoted securities.

ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rate. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term and short term borrowings obligations with floating interest rates.

The Group manages it's interest rate risk by having a balanced portfolio of fixed and variable rate long term and short term borrowings.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on the borrowings. With all other variables held constant, the Group's profit before tax will be affected as below due to change in interest rate:

Year ended	(+)Increase/(-) decrease in basis points	Effect on loss decrease / (increase)
March 31, 2018	+0.50	(104.35)
	-0.50	104.35
March 31, 2019	+0.50	(86.56)
	-0.50	86.56

Loss before tax will have an equal but opposite impact.

The assumed movement in basis points for the interest rate sensitivity analysis is based on the observable market environment as at the respective year end.

iii) Commodity rate risk

Exposure to market risk with respect to commodity prices primarily arises from the Group's purchases and sales of active pharmaceutical ingredients, including the raw material components for such active pharmaceutical ingredients. The prices of the Group's raw materials generally are stable. Cost of raw materials forms the largest portion of the Group's cost of revenues. A large portion of the Group's sales are subject to commodity rate risk having a volatile pricing. The group monitors overall demand supply position and pricing movement to decide marketing strategies to overcome risk of changing prices of the products.

iv) Foreign currency risk

The Group's foreign exchange risk arises from its foreign currency revenues and expenses and foreign currency borrowings. As a result, if the value of the Indian rupee appreciates relative to these foreign currencies, the Group's revenues and expenses measured in Indian rupees may decrease or increase and vice-versa. The exchange rate between the Indian rupee and these foreign currencies have changed substantially in recent periods and may continue to fluctuate substantially in the future. Consequently, the Group uses natural hedge by foreign currency financial liabilities, to mitigate the risk of changes in foreign currency exchange rates in respect of its highly probable forecasted transactions and recognized assets and liabilities.

The Group did not enter into any derivative instruments for hedge or speculation. The year end foreign currency exposures that have not been hedged (before giving effects of natural hedge) by derivative instrument or otherwise are given below:

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 57 - Financial risk management objectives and policies (*contd.*)

A) Significant foreign currency risk exposure relating to trade receivables and cash and cash equivalents :

	Currency	As at March 31, 2019		As at March 31, 2018	
		Amount in foreign currency	Rs. in Lakhs	Amount in foreign currency	Rs. in Lakhs
Financial assets					
Cash and cash equivalents	EURO	0.30	23.66	0.00*	0.30
	USD	0.72	49.99	-	-
Trade receivables	USD	46.38	3,215.33	64.61	4,018.27
	EURO	35.45	2,756.26	23.57	1,773.50

* Amount less than thousand

B) Significant foreign currency risk exposure relating to borrowings and trade payables :

	Currency	As at March 31, 2019		As at March 31, 2018	
		Amount in foreign currency	Rs. in Lakhs	Amount in foreign currency	Rs. in Lakhs
Financial liabilities					
Trade payable	CAD	-	-	0.01	0.51
	CHF	-	-	0.02	1.51
	EURO	8.41	656.81	7.35	589.33
	NZD$	-	-	0.01	0.62
	TRY	-	-	0.00	0.06
	USD	1.82	126.33	4.87	316.85
Borrowings (PCFC)	EURO	60.24	4,701.99	26.55	2,128.09
	USD	6.18	430.09	-	-
External Commercial borrowing (ECB)	EURO	10.40	811.75	-	-
Borrowings (Buyers credit)	USD	-	-	4.38	284.92

C) Foreign currency sensitivity

For the years ended March 31, 2019 and March 31, 2018, every 5% strengthening in the exchange rate between the Indian rupee and the respective currencies for the above mentioned financial assets / liabilities would increase the Group's profit and increase the Group's equity by approximately Rs. 4.80 Lakhs and Rs. 128.23 Lakhs, respectively. A 5% weakening of the Indian rupee and the respective currencies would lead to an equal but opposite effect. In Management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

b) Credit risk

Credit risk is the risk of financial loss to the Group, if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's receivables from customers, loans and other financial assets. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of counter party to which the Group grants credit terms in the normal course of business.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure.

i) Trade receivables

The Group has used expected credit loss (ECL) model for assessing the impairment loss. For this purpose, the Group uses a provision matrix to compute the expected credit loss amount. The provision matrix takes into account external and internal risk factors and historical data of credit losses from various customers. The Group evaluates the concentration of risk with respect to trade receivables which is low, as its customers are widely spread with small outstanding amounts (For detailed movement in provision for trade receivables - Refer note 17)

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 57 - Financial risk management objectives and policies (*contd.*)

(Rs. In Lakhs)

Trade receivables	As at March 31, 2019	As at March 31, 2018
Not due	4,407.05	4,904.74
1 - 90 days	2,029.47	1,131.65
91 -180 days	104.95	-
Beyond 180 days	321.66	1,869.17
	6,863.13	**7,905.56**

ii) **Financial instruments and cash deposits**

Credit risk from balances with banks and financial institutions is managed by the Group's treasury department in accordance with the Group's policy. Investments of surplus funds are made only with approved counter parties and within credit limits assigned to each counter party. Counter party credit limits are reviewed by the Group's Board of Directors on an annual basis. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counter party's potential failure to make payments.

c) **Liquidity risk**

Liquidity risk is the risk that the Group will not be able to settle or meet its obligations as they fall due. The Group's policy on liquidity risk is to maintain sufficient liquidity in the form of cash and investment in liquid mutual funds to meet the Group's operating requirements with an appropriate level of headroom. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Group's net liquidity position through rolling forecasts on the basis of expected cash flows.

Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities outstanding as at the reporting date.

(Rs. In Lakhs)

March 31, 2019	Amount	Less than 1 year	1 to 5 years	More than 5 years
Borrowings	20,869.51	7,348.58	6,290.23	7,230.70
Other financial liabilities	3,109.75	2,924.57	185.18	-
Trade payables	4,271.97	4,271.97	-	-
Total	**28,251.23**	**14,545.12**	**6,475.41**	**7,230.70**

March 31, 2018	Amount	Less than 1 year	1 to 5 years	More than 5 years
Borrowings	17,312.79	3,776.00	6,542.45	6,994.34
Other financial liabilities	1,907.18	1,541.58	365.60	-
Trade payables	4,008.60	4,008.60	-	-
Total	**23,228.57**	**9,326.18**	**6,908.05**	**6,994.34**

Note 58 - Capital management

The Group's capital management objectives are:

- to ensure the Groups's ability to continue as a going concern; and
- to provide an adequate return to shareholders through optimisation of debts and equity balance.

The Group monitors capital on the basis of the carrying amount of debt less cash and cash equivalents as presented on the face of the Consolidated financial statements. The Groups's objective for capital management is to maintain an optimum overall financial structure.

(i) **The gearing ratio at the end of the year was as follows:**

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Debts (Term loans and loans repayable on demand including current maturities of long term borrowings)	20,869.51	17,312.79
Less: Cash and cash equivalents (Refer note 18)	(4,076.50)	(3,243.69)
Net debt	**16,793.01**	**14,069.10**
Total equity	23,250.56	12,444.82
Net debt to equity ratio	0.72	1.13

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 58 - Capital management (*contd.*)

(ii) **Dividend on equity shares paid during the year**

(Rs. In Lakhs)

	As at March 31, 2019	As at March 31, 2018
Dividend on equity shares		
Dividend for the year ended March 31, 2018 of Rs. 1.25 per share on 91,72,792 equity shares of Rs. 5.00 each, fully paid up (March 31, 2017: Rs. 2.50 per share on 22,93,198 equity shares of Rs. 10.00 each, fully paid up) [Refer note 23(c)]	114.68	57.33
Dividend distribution tax on above	23.57	11.67

Dividends not recognised at the end of the reporting period

The Board of Directors of the parent Company at its meeting held on May 24, 2019 have recommended dividend of Rs. 1.25 per share on 91,72,792 equity shares having face value of Rs. 5.00 each, fully paid up for the year ended March 31, 2019. The same aggregates to Rs. 138.25 Lakhs which would include dividend distribution tax.

This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting and hence not recognised as a liability.

Note 59 - Investment properties

The Group's investment properties consist of Thane One Building and freehold land located at Majiwade Thane. Out of the 16 floors, ground to 13 floors have been considered as Investment property by the Management. In addition to Thane One building and freehold land at Thane, the Group has freehold land at Takawe and also premises at Ceejay House, Worli, Mumbai.

Criteria used for classification of property as investment property

The Group has considered the following for classification of property as investment property:

(i) Investment property comprises building and other assets required to provide ancillary services to the occupants of the investment property.

(ii) The properties that are not occupied by the Group for use in production or supply of goods or services or for administrative purposes, or for sale in the ordinary course of business, but are held primarily to earn rental income and capital appreciation are classified as investment property.

The Group has a building which is primarily meant for renting, is classified as an investment property, except for the part of that building which is used for administrative purposes, and hence classified as owner-occupied property. The Group has apportioned the cost of the property between investment property and owner-occupied property in the ratio of area used, respectively, as a percentage of total area.

Estimation of fair value

The fair value of the Investment properties as at March 31, 2019 has been determined at Rs. 44,688.19 Lakhs. The fair value has been determined by an external, independent property valuers, having appropriate professional qualification and recent experience in the location and category of the property being valued. The Group obtains independent valuation for its investment property annually and fair value measurement has been categorised as Level 3. The fair value has been arrived at by using comparable market rate approach. The main inputs used are quantum, area, location, demand, restrictive entry to the complex, age of building and trend of fair market rent in village Majiwada area, Takawe area and Worli area.

Amount recognised in Consolidated statement of profit and loss

(Rs. In Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Income from investment properties	1,541.52	1,268.82
Less: Direct operating expenses (including repairs and maintenance) generating income from investment properties	(750.82)	(1,070.32)
Income arising from investment properties	790.70	198.50
Less: Depreciation	(260.18)	(270.54)
Income/(loss) arising from investment properties after depreciation	**530.52**	**(72.04)**

Refer note 44 for operating lease arrangements and total future minimum lease rentals receivable.

Refer note 25 for the existence of restrictions on the realisability of investment property or the remittance of income and proceeds of disposal.

dil LIMITED

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 60 - Income tax

A. Tax expense recognised in the Consolidated statement of profit and loss and other comprehensive income consists of:

(Rs. In Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Current tax	3,195.65	2,108.35
Deferred tax charge/(credit)	(2,115.30)	4.88
Income tax expense reported in the Consolidated statement of profit and loss	1,080.35	2,113.23
Tax expense recognised in other comprehensive income	(35.33)	3.63
Total tax expense	**1,045.02**	**2,116.86**

B. A reconciliation of income tax expense to the amount computed by applying the statutory income tax rate to the profit before income tax is summarised below:

(Rs. In Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Profit/(loss) before tax	12,870.61	7,596.94
Enacted income tax rate in India (%) #	34.944%	33.063%
Income tax expense calculated at enacted income tax rate	4,497.50	2,511.78
Effect of tax on:		
- non deductible expenses	84.56	38.92
- brought forward tax loss of the past year for which DTA is created	(1,732.05)	(195.44)
- carried forward tax loss / unabsorbed tax depreciation of the current year for which DTA is not created	62.06	941.01
- income exempted from tax	(2,628.46)	(1,918.58)
- incremental deduction allowed on account of research and development costs	(213.60)	(120.25)
- Differential tax effect due to effective tax rate difference	1,003.66	786.79
- Others	6.68	-
MAT entitlement written off	-	69.00
Total income tax expense	**1,080.35**	**2,113.23**
Tax expense recognised in profit or loss	**1,080.35**	**2,113.23**
Tax expense recognised in other comprehensive income	(35.33)	3.63
Total tax expense	**1,045.02**	**2,116.86**

The tax rate used for reconciliation above is the corporate tax rate of 34.944% at which the Parent Company is liable to pay tax on taxable income under the Indian tax Law.

C The major components of deferred tax (liabilities)/assets arising on account of temporary differences are as follows:

(Rs. In Lakhs)

Particulars	As at March 31, 2018	For the year ended March 31, 2019		As at March 31, 2019
		Statement of profit and loss	Other comprehensive income	
(I) Components of deferred tax liabilities (Net)				
Deferred tax liabilities				
Property, Plant and Equipment, investment property and intangible assets: Impact of difference between written down value as per books of account and income tax	740.12	(20.46)	-	719.66
Deferred tax assets				
Expenses claimed for tax purpose on payment basis	(67.53)	(48.04)	(35.33)	(150.90)
Allowance for doubtful debts and advances	(459.62)	256.99	-	(202.63)
Others	5.96	(5.96)	-	-
	(521.19)	**202.99**	**(35.33)**	**(353.53)**
Net deferred tax liabilities (a)	**218.93**	**182.53**	**(35.33)**	**366.13**

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 60 - Income tax (*contd.*)

Particulars	As at March 31, 2018	For the year ended March 31, 2019		As at March 31, 2019
		Statement of profit and loss	Other comprehensive income	
(II) Components of deferred tax assets (Net)				
Deferred tax assets				
Expenses claimed for tax purpose on payment basis	25.06	42.57	-	67.63
Allowance for doubtful debts and advances	8.26	12.83	-	21.09
Unabsorbed depreciation/carried forward losses*	492.49	2,454.03	-	2,946.52
	525.81	**2,509.43**	**-**	**3,035.24**
Deferred tax liabilities				
Property, Plant and Equipment, investment property and intangible assets: Impact of difference between written down value as per books of account and income tax	(525.81)	(211.60)	-	(737.41)
Net deferred tax assets (b)	-	2,297.83	-	2,297.83
Total deferred tax charge/(credit) (a+b)	-	(2,115.30)	(35.33)	-

*Considering the Scheme as mentioned in Note 1.2, the Parent Company believes that it will be able to utilise carry forward losses and depreciation against taxable profits of Fermenta Biotech Limited and hence recognised a Deferred Tax Asset.

(Rs. In Lakhs)

Particulars	As at March 31, 2017	For the year ended March 31, 2018		As at March 31, 2018
		Statement of profit and loss	Other comprehensive income	
(I) Components of deferred tax liabilities (Net)				
Deferred tax liabilities				
Property, Plant and Equipment, investment property and intangible assets: Impact of difference between written down value as per books of account and income tax	652.87	87.25	-	740.12
Deferred tax assets				
Expenses claimed for tax purpose on payment basis	(72.01)	0.85	3.63	(67.53)
Allowance for doubtful debts and advances	(307.39)	(152.23)	-	(459.62)
Others	0.42	-	-	5.96
	(378.98)	**(151.38)**	**3.63**	**(521.19)**
Net deferred tax liabilities (a)	273.89	(64.13)	3.63	218.93
(II) Components of deferred tax assets (Net)				
Deferred tax assets				
Expenses claimed for tax purpose on payment basis	18.52	6.54	-	25.06
Allowance for doubtful debts and advances	6.29	1.97	-	8.26
Unabsorbed depreciation/carried forward losses#	297.05	195.44	-	492.49
MAT credit entitlement	69.00	(69.00)	-	-
	390.86	**134.95**	**-**	**525.81**
Deferred tax liabilities				
Property, Plant and Equipment, investment property and intangible assets: Impact of difference between written down value as per books of account and income tax	(321.86)	(203.95)	-	(525.81)
Net deferred tax assets (b)	69.00	(69.00)	-	-
Total deferred tax charge/(credit) (a+b)	-	4.87*	3.63	-

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 60 - Income tax (*contd.*)

Deferred tax asset in the Parent Company had been recognised in the previous year to the extent it was probable that the taxable profit would be available in future against which the corresponding unused tax losses/tax credits would be utilised.

* Reads as Rs. 4.88 Lakhs on the consolidated statement of profit and loss due to rounding off.

D. Details of unused tax losses and unabsorbed tax depreciation for which deferred tax assets have not been recognised:

(Rs. In Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Unused tax losses	1,068.80	2,605.05
Unabsorbed depreciation		
(can be used in future without any time limit)	-	2,643.56

E. The above unused tax losses will expire as per table below: (Rs. In Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Tax losses for financial year ended/ (benefit of tax losses expiring on:		
Long Term Capital Losses		
March 31, 2013 (Expiring on March 31, 2021)	101.07	101.07
March 31, 2014 (Expiring on March 31, 2022)	40.18	40.18
March 31, 2015 (Expiring on March 31, 2023)	2.22	2.22
March 31, 2019 (Expiring on March 31, 2027)	925.33	-
Business losses		
March 31, 2017 (Expiring on March 31, 2025)	-	614.21
March 31, 2018 (Expiring on March 31, 2026)	-	1,847.36
	1,068.80	**2,605.05**

Note 61 - Share-based payments

Employee share option plan of the Subsidiary Company

1.1 Details of the employee share option plan of the Subsidiary Company

The Subsidiary Company has granted stock options under employee stock options plan (ESOP 2019) to its executives and senior employees. In accordance with the terms of the plan, as approved by shareholders at an extra general meeting of the Subsidiary Company, executives and senior employees with the Subsidiary Company may be granted options to purchase equity shares.

Each employee share option converts into one equity share of the Subsidiary Company on exercise. No amounts are paid or payable by the recipient on receipt of the option. The options carry neither rights to dividends nor voting rights. Options may be exercised at any time from the date of vesting to the date of their expiry.

The number of options granted is calculated in accordance with the performance-based formula approved by its shareholders at the extra general meeting and is subject to approval by the remuneration committee. The formula rewards executives and senior employees to the extent of the Subsidiary Company's and the individual's achievement judged against both qualitative and quantitative criteria.

The following share-based payment arrangements were in existence during the current year:

Options series	Number	Grant date	Expiry date	Exercise price	Fair value at grant date
Plan 1 (60% of options granted under ESOP 2019)	1,02,000	25/02/19	25/02/25	100	504.03
Plan 1 (20% of options granted under ESOP 2019)	34,000	25/02/19	25/02/26	100	504.03
Plan 1 (20% of options granted under ESOP 2019)	34,000	25/02/19	25/02/27	100	504.03
Plan 2 (100% of options granted under ESOP 2019)	1,81,900	25/02/19	25/02/25	100	499.87

Options granted under ESOP 2019 shall vest not before 1 (one) year and not later than maximum Vesting Period of 5 (five) years from the date of grant of such Options. Subject to the minimum vesting period of one year, the Nomination and Remuneration Committee of the Board of Subsidiary Company at its discretion approve for acceleration of Vesting of any or all unvested Options of the Option Grantee.

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 61 - Share-based payments (*contd.*)

1.2 Fair value of share options granted in the year

The weighted average fair value of the share options granted during the financial year is Rs. 501.88. Options were priced using Black-Scholes option pricing model. Where relevant, the expected life used in the model has been calculated based on a weighted average of vests. Expected volatility is based on the historical share price information of similar listed entities.

Inputs into the model	Option series			
	Plan 1 (60% of options granted under ESOP 2019)	Plan 1 (20% of options granted under ESOP 2019)	Plan 1 (20% of options granted under ESOP 2019)	Plan 2 (100% of options granted under ESOP 2019)
Grant date share price	563.2	563.2	563.2	563.2
Exercise price	100	100	100	100
Expected volatility	69.28%	68.83%	68.08%	69.28%
Option life	4.51 years	5.51 years	6.51 years	4.51 years
Dividend yield	0.00%	0.00%	0.00%	0.00%
Risk-free interest rate	7.14%	7.25%	7.35%	7.14%

1.3 Movements in share options during the year

The following reconciles the share options outstanding at the beginning and end of the year:

	2018-2019		2017-2018	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Balance at beginning of year	-	-	-	-
Granted during the year	3,51,900	100.00	-	-
Forfeited during the year	-	-	-	-
Exercised during the year	-	-	-	-
Expired during the year	-	-	-	-
Balance at end of year	**3,51,900**	**100.00**	**-**	**-**

No share options were exercised during the year.

1.4 Share options outstanding at the end of the year

The share options outstanding at the end of the year had a weighted average exercise price of Rs. 100 (as at March 31, 2018: Rs. NIL), and a weighted average remaining contractual life of 4.80 years.

Note 62 - Commitments:

(Rs. In Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances)	2,097.98	1.57

Note 63 - Contingent liabilities:

(Rs. In Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Claims against the Group not acknowledged as debts;		
a) Tax matters		
- Service tax - matter under appeal	22.50	22.50
- Sales tax - matter under appeal	4.63	24.77
b) Other claims (legal claim not accepted by the Group)	25.00	-
	52.13	**47.27**

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 64

The Group has not made any provision for share application money of Rs. 597.00 Lakhs given to Noble Explochem Ltd (Noble) whose total equity as at March 31, 2018 is negative. One of the creditors of Noble has moved an application to the National Company Law Tribunal (NCLT) under the Insolvency and Bankruptcy Code, 2016. The Parent Company has also submitted its claim as financial creditors to Insolvency Resolution Professional (IRP) to protect its interest, which has been taken on record by the NCLT. Considering large asset value Noble holds, the Management is confident of recovery of this amount, hence no provision for impairment is necessary.

Note 65

The Consolidated audited financial statements of the Group, its associates and a joint venture for the year ended March 31, 2018, included the share of losses of two associates, viz. Health and Wellness India Private Limited (Health and Wellness) and Zela based on the unaudited financial information of those associates prepared by the Management. Subsequently, in the audited financial statements of these associates for the year ended March 31, 2018, the entire carrying value of property, plant and equipment of Rs. 287.06 Lakhs was written off in one of the associates and provision for impairment of inter corporate deposit of Rs. 330.52 Lakhs was made in another associate. These along with other adjustments of Rs. 84.29 Lakhs have resulted into a retrospective increase in the aggregate loss of these associates by Rs. 533.29 Lakhs, of which the share of loss of the Company is Rs. 197.32 Lakhs. This error resulted into a retrospective increase in the Company's share of loss of associates by Rs. 197.32 Lakhs for the year ended March 31, 2018, and a corresponding reduction, as at March 31, 2018, in the value of investments in associates by Rs. 90.46 Lakhs and financial assets in share application money (in an associate) by Rs. 106.86 Lakhs, aggregating Rs. 197.32 Lakhs, adjusted in other equity.

Note 66 - Details of dues to micro and small enterprises as per Micro, Small and Medium Enterprise Development Act, 2006

(Rs. In Lakhs)

Particulars			As at March 31, 2019	As at March 31, 2018
(a)	i)	Principal amount remaining unpaid to any supplier at the end of the accounting year	97.89	38.33
	ii)	Interest due on above	-	-
	The Total of (i) and (ii)		97.89	38.33
(b)	The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006) along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year		-	-
(c)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006		-	-
(d)	The amount of interest accrued and remaining unpaid at the end of each accounting year; and		-	-
(e)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006		-	-

The information regarding Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Group. This has been relied upon by the auditors.

Notes to Consolidated Financial Statements for the year ended March 31, 2019

Note 67 - Capitalisation of borrowing costs

During the year ended March 31, 2019, the Group capitalised the following borrowing costs attributable to qualifying assets to the cost of property, plant and equipment / capital work-in-progress (CWIP). Consequently, finance costs disclosed under note 40 are net of amounts capitalised by the Group Company.

(Rs. In Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Finance costs	4.84	-
Total	4.84	-

Note 68

The Consolidated financial statements are approved for issue by the Board of Directors of the Parent Company at its meeting held on May 24, 2019.

For and on behalf of the Board of Directors of DIL Limited

Sanjay Buch Chairman	**Krishna Datla** Managing Director	**Rajeshwari Datla** Director
Satish Varma Director	**Vinayak Hajare** Director	**Dr Gopakumar Nair** Additional Director
Srikant N. Sharma Company Secretary	**Sumesh Gandhi** Chief Financial Officer	

Thane, May 24, 2019

This page has been intentionally left blank

DIL LIMITED

Corporate Identification Number (CIN): L99999MH1951PLC008485
Registered Office: A -1601, Thane One, DIL Complex, Ghodbunder Road, Majiwada, Thane (West) – 400 610, Maharashtra, India
Tel: +91-22-6798 0800/888 • Fax: +91-22-6798 0899 • Email: contact@dil.net • Website: www.dil.net

NOTICE

Notice is hereby given that the Sixty-Seventh Annual General Meeting ("AGM") of the Members of DIL LIMITED will be held at Thane One, DIL Complex, Ghodbunder Road, Majiwada, Thane (West) - 400 610, Maharashtra on Monday, July 8, 2019 at 4.45 pm to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:

   (a) the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, Reports of the Board of Directors and the Auditors thereon; and

   (b) the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 along with the Report of the Auditors thereon.

2. To declare dividend of Rs.1.25 per equity share of Rs. 5 each for the financial year ended March 31, 2019.

3. To appoint a Director in place of Mr. Satish Varma (DIN – 00003255), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To consider, and if thought fit, pass with or without modification(s), the following resolution as a Special Resolution:

   Re-appointment of Mr. Sanjay Buch, as an Independent Director of the Company for a period of five years effective from April 1, 2019

   "**RESOLVED THAT**, pursuant to the provisions of Section 149, 150 and 152 Companies Act, 2013 ('Act') read with Schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Company be and is hereby accorded to re-appoint Mr. Sanjay Buch (DIN: 00391436) as an Independent Director, in respect of whom the Company has received a notice under Section 160 of the Act from a member proposing his candidature for the office of independent director on the Board of Directors of the Company, for a second term of 5 (five) consecutive years with effect from April 01, 2019.

   RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

5. To consider, and if thought fit, pass with or without modification(s), the following resolution as a Special Resolution:

   Re-appointment of Mr. Vinayak Hajare, as an Independent Director of the Company for a period of five years effective from April 1, 2019

   "**RESOLVED THAT**, pursuant to the provisions of Section 149, 150 and 152 Companies Act, 2013 ('Act') read with Schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Company be and is hereby accorded to re-appoint Mr. Vinayak Hajare (DIN: 00004635), as an Independent Director, in respect of whom the Company has received a notice under Section 160 of the Act from a member proposing his candidature for the office of Director on the Board of Directors of the Company, for a second term of 5 (five) consecutive years w.e.f. April 01, 2019.

   RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

6. To consider, and if thought fit, pass with or without modification(s), the following resolution as a Special Resolution:

   Appointment of Dr. Gopakumar Nair, as an Independent Director of the Company for a period of five years effective from May 17, 2019

   "**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 Companies Act, 2013 ('Act') read with Schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Company be and is hereby given to appoint Dr. Gopakumar

Nair (DIN: 00092637) as an Independent Director, in respect of whom the Company has received a notice under Section 160 of the Act from a member proposing his candidature for the office of Director on the Board of Directors of the Company for a term of 5 (five) consecutive years with effect from May 17, 2019.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

By Order of the Board of Directors of
DIL Limited

SRIKANT N. SHARMA
Company Secretary
Membership No: FCS - 3617

May 24, 2019
Thane

Registered Office:
A -1601, Thane One, DIL Complex,
Ghodbunder Road, Majiwada,
Thane (West) – 400 610
Maharashtra, India.

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') with respect to the special business set out in the Notice is annexed.

2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY, DULY STAMPED, COMPLETED, AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME FOR COMMENCEMENT OF THE 67TH AGM. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten (10) percent of the total share capital of the Company. A member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person cannot act as a proxy for any other member. Proxy submitted on behalf of any company, society, entity, etc., must be supported by an appropriate resolution/ authority letter, as applicable.

3. During the period beginning 24 hours before the time fixed for the commencement of the AGM till the conclusion of the AGM, a member would be entitled to inspect the proxies received by the Company, between 10.00 a.m. to 5.00 p.m., provided that not less than three (3) days' prior notice in writing is given to the Company.

4. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, July 2, 2019 to Monday, July 8, 2019 (both days inclusive) for the purpose of 67th AGM and payment of final equity dividend for the financial year 2018-19.

5. Subject to the provisions of the Act, the final equity dividend as recommended by the Board of Directors, if declared at the AGM, will be paid on or after Saturday, July 13, 2019 to those members whose names appear:

   (a) in the Register of members of the Company after giving effect to valid share transfers lodged with the Company on or before Monday, July 1, 2019 and

   (b) as beneficial owners as at the end of business hours on Monday, July 1, 2019 as per the list furnished by National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) in respect of shares held in dematerialized form.

6. Members are requested to avail National Electronic Clearing Service (NECS) facility for quick remittance of dividends in order to avoid postal delay and fraudulent interception of dividend warrants. NECS mandate form is available at the Company's Registrar and Transfer Agent ('R&T Agent') website www.linkintime.co.in or members may write to the R&T Agent for the same.

7. Unclaimed interim equity dividend for the financial year 2011-12 has already been transferred to Investor Education and Protection Fund (IEPF). Members are hereby informed that pursuant to Sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, as may be amended from time to time (IEPF Rules), dividend which is remaining unpaid / unclaimed by shareholders for a period of seven consecutive years shall be transferred to IEPF. IEPF Rules mandate the companies to transfer the shares of members whose dividends remain unpaid / unclaimed for a period of seven consecutive years shall be transferred to the dematerialization account of IEPF Authority. The details of unclaimed dividends and its due dates for transfer to IEPF are available on the website of the Company i.e. www.dil.net/Unpaid-Dividend.html. Members who have not claimed their dividend(s) so far in respect of the unclaimed dividend(s) and which is due for transfer to IEPF, are requested to write to the Company's R&T Agent, well in advance before the respective due dates. The Members whose dividend(s) and/or shares have been transferred to IEPF Authority can now claim their dividend(s) and/or shares from the IEPF Authority by following the 'Procedure to claim Refund' as detailed on the website of IEPF Authority www.iepf.gov.in/IEPF/refund.html. Unclaimed final equity dividend for the financial year 2011-12 is due for transfer to IEPF by November 3, 2019. Members are required to claim their unencashed dividend, if any, for the financial year 2011-12 by writing a letter to the Company on or before October 1, 2019.

8. The profile of Directors recommended for re-appointment and appointment at the AGM under item no. 4, 5 and 6 of the Notice, as required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings (SS-2) as specified by the Institute of Company Secretaries of India, is furnished in the Explanatory Statement to Notice.

9. (a) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of contracts or arrangements in which the Directors are interested, under Section 189 of the Act will be available for inspection at the venue of the AGM.

   (b) All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company between 11:00 a.m. to 1:00 p.m. on all working days i.e. Monday to Friday, up to the date of the 67th AGM of the Company.

10. Updation of Members' details: The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company/ R&T Agents to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. Members holding shares in physical form are requested to furnish the above details to the Company or its R&T Agents. Members holding shares in dematerialization mode are requested to furnish the details to their respective Depository Participant(s) ("DP")

11. In order to improve ease, convenience and safety of transactions and in view of SEBI notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 which mandate that request for effecting the transfer of listed securities shall not be processed unless the securities are held in dematerialized form, effective April 1, 2019. Members are, therefore, advised to dematerialize their equity shares currently held in physical form, by contacting their DP(s).

12. Members holding shares in physical form can avail the nomination facility by filing Form SH-13 (in duplicate) prescribed under Section 72 of the Act and Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014 with the Company or with its R&T Agent. In case of shares held in dematerialized form, the nomination may be lodged with the member's Depository Participant. The above form is available at the R&T Agent's website or will be made available on request.

13. The 67th Annual Report of the Company along with the Notice of the AGM, Remote e-voting procedure, Ballot Form, Attendance Slip and Proxy Form is being sent: (a) by electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participant(s), unless any such Member has requested for a physical copy of the same; and (b) to those Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode(s). ***To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with the Company or with the R&T Agent at the earliest.***

14. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder read with Regulation 44 of Listing Regulations, the Company is pleased to provide the Members with the facility of remote e-voting provided by Central Depository Services Limited ('CDSL') through which the Members may exercise their votes electronically on all resolutions set forth in this Notice.

    The instructions for remote e-voting ('e-voting') are as under:

    (A) Members are requested to follow the steps as mentioned in clauses (i) to (xxi) on page no. xi of Annual Report and Other Instructions mentioned in para (B) below to cast their votes electronically (e-voting) and through ballot form.

    (B) Other instructions for e-voting:

    i. The e-voting period commences on Friday, July 5, 2019 (9.00 a.m. IST) and ends on Sunday, July 7, 2019 (5.00 p.m. IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on Monday, July 1, 2019, may cast their vote through remote e-voting facility. The facility for remote e-voting shall remain open for not less than three days and shall close at 5.00 p.m. on Sunday, July 7, 2019. Once the vote on a resolution is cast by the Member, the same shall not be allowed to change subsequently. A Member may participate in the AGM even after exercising his/her right to vote through remote e-voting, however, his/her voting at the AGM shall not be considered.

    ii. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Monday, July 1, 2019.

    iii. In case the members have any queries or issues regarding e-voting, they may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under 'Help Section' or write an email to helpdesk.evoting@cdslindia.com.

    iv. Members who do not have access to remote e-voting facility may send duly completed Ballot Form (enclosed in page no. ix of the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. V. N. Deodhar (Membership No. FCS 1880), Proprietor of V.N. Deodhar & Co., Practising Company Secretaries, at the Registered Office of the Company not later than Sunday, July 7, 2019 (5.00 p.m. IST). Ballot Form received after the said date shall be treated as invalid. A Member may participate in the AGM even after exercising his/her right to vote through Ballot Form, however his/her voting at the AGM shall not be considered.

    v. A Member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot Form. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot Form shall be treated as invalid.

    vi. Mr. V. N. Deodhar (Membership No. FCS-1880), Proprietor of V. N. Deodhar & Co., Practising Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process and Ballot forms in a fair and transparent manner.

vii. The facility for voting through Ballot Forms will be made available at the AGM. The Members attending the AGM and have not voted will be able to exercise their voting right at the AGM through Ballot Forms.

viii. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later 48 (forty eight) hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

ix. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.dil.net and on the website of CDSL www.cdslindia.com within 48 (forty eight) hours of passing of resolutions at the 67th AGM of the Company and communicated to BSE Limited, where the shares of the Company are listed.

15. Members seeking any information or clarification on the Annual Report are requested to send written queries to the Company Secretary at the Registered Office of the Company at least one week before the date of the 67th AGM, in order to make the information available at the AGM.

16. Members / proxies are requested to bring their copies of the Annual Report along with the attendance slip, duly filled in, for attending the AGM.

17. The route map (including the prominent landmark) for easy location of the AGM venue, is provided on page no. xiv of the Annual Report.

By Order of the Board of Directors of
DIL Limited

SRIKANT N. SHARMA
Company Secretary
Membership No: FCS - 3617

May 24, 2019
Thane

Registered Office:
A -1601, Thane One, DIL Complex,
Ghodbunder Road, Majiwada,
Thane (West) – 400 610
Maharashtra, India.

Annexure to Notice

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 ('Act').

Item no. 4 and 5:

Mr. Sanjay Buch was appointed as an Independent Director of the Company with effect from April 28, 2007 under the provisions of the Companies Act, 1956 and the Listing Agreement with the Bombay Stock Exchange. Presently, he is also the Chairman of the Company.

Mr. Vinayak Hajare was appointed as an Independent Director of the Company with effect from June 18, 2009 under the provisions of the Companies Act, 1956 and the Listing Agreement with the Bombay Stock Exchange.

Pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013 read with Rules made thereunder ('Act'), the Company is required to have at least one third of total directors as Independent Directors, not liable to retire by rotation. An independent director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company. However, no independent director shall hold office for more than two consecutive terms under the provisions of the Act. Independent directors' tenure governed by the Companies Act, 1956 shall not be counted for above terms under the Act.

Further, as per Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), where the chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors. As required under the aforesaid provisions of the Act, Mr. Sanjay Buch and Mr. Vinayak Hajare were appointed as Independent Directors to hold the office for a first term of 5 (Five) years effective from April 01, 2014 to March 31, 2019.

Over the last two decades, Mr. Sanjay Buch has been involved in a wide spectrum of legal advisory and practice. With his expertise in policy making, legal business understanding, restructuring, mergers and acquisitions, he plays a vital role in overall business decisions making process of the Company.

Mr. Vinayak Hajare has over three decades of work experience in areas such as Investment Banking and Corporate Finance. With his competency in policy making, business understanding, banking and finance, he plays an important role in overall business decisions making process of the Company.

As required under Listing Regulations and Secretarial Standards on General Meetings (SS-2) as specified by the Institute of Company Secretaries of India, brief profile of Mr. Sanjay Buch and Mr. Vinayak Hajare is provided is annexed to this notice. The Company has received notices under Section 160 of the Act from members proposing their candidature for the office of independent directors on the Board of Directors of the Company.

On the recommendation of the Nomination and Remuneration Committee of the Company and in the opinion of the Board of

Directors ('Board'), Mr. Sanjay Buch and Mr. Vinayak Hajare fulfil conditions specified in the Act and the rules made thereunder and the proposed directors are independent of the management.

Considering the above and based on the performance evaluation reports, and in compliance with the provisions of Section 149, 150 and 152 read with Schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014 of the Act and applicable provisions of Listing Regulations, it is proposed to re-appoint Mr. Sanjay Buch and Mr. Vinayak Hajare as Independent Directors on the Board of Directors of the Company, not liable to retire by rotation, for second term of 5 (Five) consecutive years, effective from April 01, 2019.

The Board of Directors, therefore, recommends the respective resolutions for approval of the Members, as Special Resolutions.

A copy of the draft Letters of Appointment for the above Independent Directors, setting out the terms and conditions, are available for inspection by the members at the Company's registered office between 11:00 a.m. to 1:00 p.m. on any working date from Monday to Friday up to the date of AGM.

Mr. Sanjay Buch and Mr. Vinayak Hajare do not hold any shares in the Company.

Except Mr. Sanjay Buch and Mr. Vinayak Hajare, none of the directors, key managerial personnel or their relatives is interested in the resolutions.

Item No. 6

The members are hereby informed that the members of the Board of Directors approved the appointment of Dr. Gopakumar Nair (Age: 78 years) as an Additional (Independent) Director with effect from May 17, 2019 in terms of Section 161 of the Companies Act, 2013 ('Act') and his appointment as an Independent Director is subject to approval by the members at a general meeting.

Dr. Gopakumar Nair has been associated with pharmaceutical industry for more than four decades and has expertise in areas such as Intellectual Property Rights, Mediation and Arbitration, and Licensing and Technology Transfer. His competency in policy making, business understanding, and in above mentioned areas would play an important role in overall strategic decisions making process of the Company.

As required under Listing Regulations and Secretarial Standards on General Meetings (SS-2) as specified by the Institute of Company Secretaries of India, a brief profile of Dr. Gopakumar Nair is annexed to this notice. The Company has received notice under Section 160 of the Act from a member proposing his candidature for the office of Director on the Board of Directors of the Company.

On recommendation of the Nomination and Remuneration Committee of the Company and in the opinion of the Board, Dr. Gopakumar Nair fulfils conditions specified in the Act and the rules made thereunder and that he is independent of the management.

Considering the above and in compliance with the provisions of Section 149, 150 and 152 read with Schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014 of the Act and applicable provisions of Listing Regulations including Regulation 17, it is proposed to appoint Dr. Gopakumar Nair as an Independent Director on the Board of Directors of the Company, not liable to retire by rotation, for a term of 5 (Five) consecutive years, effective from May 17, 2019.

Therefore, the Board of Directors recommends this resolution for approval of the Members, as Special Resolution.

A copy of the draft Letter of Appointment for Dr. Gopakumar Nair, setting out the terms and conditions, is available for inspection by the members at the Company's registered office between 11:00 a.m. to 1: 00 p.m. on any working date from Monday to Friday up to the date of AGM.

Dr. Gopakumar Nair holds 2,000 shares (0.02%) in the Company as on the date of this notice.

Except Dr. Gopakumar Nair, none of the directors, key managerial personnel or their relatives is interested in the resolution.

By Order of the Board of Directors of
DIL Limited

SRIKANT N. SHARMA
Company Secretary
Membership No: FCS - 3617

May 24, 2019
Thane

Registered Office:
A -1601, Thane One, DIL Complex,
Ghodbunder Road, Majiwada,
Thane (West) – 400 610
Maharashtra, India.

Brief profile of Directors being appointed or re-appointed, as required under regulation 26(4), 36(3) of the listing regulations and secretarial standard on general meetings specified by the Institute of Company Secretaries of India and approved by the Central Government

Name of the Director	Satish Varma Non-Executive Director	Sanjay Buch Independent Director	Vinayak Hajare Independent Director	Dr. Gopakumar Nair Additional (Independent) Director
Age	49 years	51 years	59 years	78 years
Date of first appointment on the Board	01/07/2003	28/04/2007	18/06/2009	17/05/2019
Qualifications	Computer Science	B.A (Economics); L.L.B and Solicitor	M.B.A (Finance)	Ph.D. from National Chemical Laboratory; Diploma in Management & Patent Law; LL.B.
Experience	More than two decades of experience.	More than two decades of experience.	More than three decades of experience.	More than four decades of experience.
Area of specialization	Extensive operational, management and legal experience across the full scope of the DIL enterprise	Wide spectrum of legal advisory and practice. Expertise in Policy Making, Legal Business Understanding, Business Restructuring, Mergers and Acquisitions and advisor.	Investment Banking and Corporate Finance	Core competency in pharmaceutical industry, Mediation and Arbitration as well as in licensing and technology transfer.
Number of meetings of the Board of the Company attended during FY 2018-19	7 (Seven)	7 (Seven)	7 (Seven)	Not Applicable
Directorship held in other companies	• G I Biotech Private Limited; • Aegean Properties Limited; • DVK Investments Private Limited; • CC Square Films Limited; • Fermenta Biotech Limited	• Convergence Chemicals Private Limited; • Sulphur Mills Limited; • Indofil Industries Limited; • Indo Baijin Chemicals Private Limited; • JM Foundation for Excellence in Journalism; • Fermenta Biotech Limited	• Lohr India Private Limited; • Intergest South Asia Private Limited; • Gumpro Drilling Fluids Private Limited; • Icunet Consulting India Private Limited	• Sequent Scientific Limited; • Alivira Animal Health Limited; • Fermenta Biotech Limited
Chairmanships /Memberships of Committee* of other Company's Boards (as on March 31, 2019)	Member of SRC of Fermenta Biotech Limited	Member of NRC of Fermenta Biotech Limited; Chairman of AC of Convergence Chemicals Private Limited, Indofil Industries Limited and Fermenta Biotech Limited; Chairman of SRC and CSRC Committee of Indofil Industries Limited and Fermenta Biotech Limited	NIL	Member of AC of Fermenta Biotech Limited; NRC, CSRC and STC of Sequent Scientific Limited; Chairman of NRC of Fermenta Biotech Limited, AC of Sequent Scientific Limited

Name of the Director	Satish Varma Non-Executive Director	Sanjay Buch Independent Director	Vinayak Hajare Independent Director	Dr. Gopakumar Nair Additional (Independent) Director
Terms and conditions of re- appointment along with remuneration proposed to be paid and Remuneration last drawn	• Re-appointment as Director pursuant to retirement by rotation; • Remuneration: N.A.	• Re-appointment as Independent Director for second term of 5 (five) consecutive years w.e.f. April 01, 2019; • Remuneration: N.A.	• Re-appointment as Independent Director for second term of 5 (five) consecutive years w.e.f. April 01, 2019; • Remuneration: N.A.	• Appointment as Independent Director for a term of 5 (five) years w.e.f. May 17, 2019; • Remuneration: N.A.
Shareholding of Director (as on March 31, 2019)	NIL	NIL	NIL	2,000 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not Applicable	Not Applicable	Not Applicable	Not Applicable

** AC = Audit Committee, CSRC = Corporate Social Responsibility Committee, SRC = Stakeholders Relationship Committee, NRC = Nomination & Remuneration Committee*

DIL LIMITED

Corporate Identification Number (CIN): L99999MH1951PLC008485
Registered Office: A -1601, Thane One, DIL Complex, Ghodbunder Road, Majiwada, Thane (West) – 400 610, Maharashtra, India
Tel: +91-22-6798 0800/888 • Fax: +91-22-6798 0899 • Email: contact@dil.net • Website: www.dil.net

BALLOT FORM

67th Annual General Meeting

(To be sent, duly filled and signed to the Scrutinizer appointed by the Company)

(Please read the instructions printed overleaf carefully before completing this form)

Name(s) of Member(s), including Joint holder(s), if any, (in block letters) :

....

Registered Address of the Sole / First named Member / Beneficial Owner :

....

Registered Folio No. / DP ID and Client ID No :

....

Number of Equity Shares held :

....

I / We hereby exercise my / our vote in respect of the Resolutions set out in the Notice of the Annual General Meeting dated May 24, 2019 by sending my / our assent or dissent to the following Resolutions by placing the tick (√) mark at the appropriate box below:

Resolution No.	Description	No. of shares	I/ We assent to the Resolution	I/ We dissent to the Resolution
1	To receive, consider and adopt: (a) the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, Reports of the Board of Directors and the Auditors thereon; and (b) the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 along with the Report of the Auditors thereon.			
2	To declare dividend of Rs. 1.25 per equity share of Rs. 5 each for the financial year ended March 31, 2019.			
3	To appoint a Director in place of Mr. Satish Varma, who retires by rotation and, being eligible, offers himself for re-appointment.			
4	Re-appointment of Mr. Sanjay Buch, as an Independent Director of the Company for a period of five years effective from April 1, 2019			
5	Re-appointment of Mr. Vinayak Hajare, as an Independent Director of the Company for a period of five years effective from April 1, 2019			
6.	Appointment of Dr. Gopakumar Nair, as an Independent Director of the Company for a period of five years effective from May 17, 2019			

ELECTRONIC VOTING PARTICULARS

Place :

Date :

....
Signature of the Member

EVSN (Electronic Voting Sequence Number)	User ID	Password
190530008		

Note: For e-voting, please refer the instructions under "E-Voting Facility" in the Notice attached herewith.

INSTRUCTIONS

Process and manner for Members opting to vote by using the Ballot Form:

1. This Ballot Form is provided for the benefit of Members who do not have access to remote e-voting facility, to enable them to send their assent or dissent by post.
2. A Member can opt for only one mode of voting, i.e. either by Ballot Form or through remote e-voting. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot Form shall be treated as invalid.
3. For detailed instructions on remote e-voting, please refer to the Notes appended to the Notice of Annual General Meeting.
4. The Scrutinizer will collate the votes downloaded from the remote e-voting system and votes received through Ballot Form to declare the final result for each of the Resolutions forming part of the Annual General Meeting Notice
5. Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer appointed by the Board of Directors of the Company, i.e. Mr. V. N. Deodhar & Co (Membership No.898), Practising Company Secretaries, at the registered office address of the Company, not later than Sunday, July 7, 2019 (5.00 p.m. IST). For this purpose, a self-addressed prepaid envelope is enclosed by the Company. The envelope bears the name of the Scrutinizer and address of the registered office of the Company. However, envelopes containing the Ballot Form(s), if deposited in person or sent by courier or registered/ speed post will be at the expense of the Member and will also be accepted. Ballot Form received after the above date i.e. July 07, 2019 will be treated as invalid.
6. The Form should be signed by the Member as per the specimen signature registered with the Company/ Depository Participants. In case of joint holding, the Form should be completed and signed by the first named Member and in his/ her absence, by the next named joint holder. There will be one Form for every Folio/ Client ID irrespective of the number of joint holders.
7. For shares held by companies/ entities duly completed Form should be accompanied by a certified true copy of the Board Resolution / Authorization together with attested specimen signature(s) of the duly authorized representative(s).
8. Votes should be cast in case of each resolution, either in favour or against by putting the tick mark in the column provided for assent/ dissent. Members may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed the member's total shareholding. If the Member does not indicate either "FOR" or "AGAINST" in case of any resolution, it will be treated as "ABSTAIN" for that resolution and the shares held will not be counted under either head.
9. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Monday, July 1, 2019 ("Cut Off Date") as per the Register of Members of the Company and as informed to the Company by the Depositories in case of Beneficial Owners.
10. A Member may request for a duplicate Ballot Form, if so required. However, the duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date specified at Sr. No. 5 above.
11. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or the number of votes or as to whether the votes are in favour or against or if the signature cannot be verified.
12. The Scrutinizer's decision on the validity of a Ballot will be final.
13. Except as otherwise mentioned herein, Members are requested not to send any other paper along with the Ballot Form in the enclosed self-addressed envelope as all such envelopes will be sent to the Scrutinizer and any other paper found in such envelope would be destroyed by him. Members are also requested not to write anything on the Ballot Form except giving their assent or dissent and putting their signature.
14. The results of the voting shall be declared on or after the Annual General Meeting of the Company. The Results declared, along with the Scrutinizer's Report, shall be published in newspapers, placed on the Company's website www.dil.net and communicated to the Stock Exchange where the Company shares are listed viz. BSE Ltd.
15. Members may address any query to Mr. Srikant Sharma, Compliance Officer, at the Registered Office of the Company, Tel: 022 6623 0800 Fax: 022 6798 0899 or by e-mail to srikant.sharma@dil.net.

MEMBER/SHAREHOLDER INSTRUCTIONS FOR REMOTE E-VOTING ('E-VOTING')

The instructions for Members voting electronically are as under:

(i) The voting period begins on Friday, July 5, 2019 (9.00 a.m. IST) and ends on Sunday, July 7, 2019 (5.00 p.m. IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, July 1, 2019 (Record Date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The Members should log on to the e-voting website of CDSL viz. www.evotingindia.com.

(iv) Click on Members.

(v) Now Enter your User ID

a. For Members having demat account with DP connected to CDSL: Please enter 16 digits beneficiary ID as your User ID,

b. For Members having demat account with DP connected to NSDL: Please enter 8 Characters DP ID followed by 8 Digits Client ID as your User ID,

c. For Members holding shares in physical form: Please enter Folio Number registered with the Company as your User ID.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user, please follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department. (Applicable for both demat Members as well as physical Members) • Members who have not updated their PAN with the Company/Depository Participant, are requested to use the Electronic Voting Sequence Number which is printed on Ballot form indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the Member ID / folio number in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company Selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the Electronic Voting Sequence Number (EVSN) 190530008 for DIL Limited on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

(xix) Members can also cast their votes using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting through your mobile.

(xx) Note for Non–Individual Members and Custodians

- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager (CDSL) Central Depository Services (India) Limited, A wing, 25th floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai 400013 or send an email to helpdesk.evoting @cdslindia.com or call 1800225533

DIL LIMITED

Corporate Identification Number (CIN): L99999MH1951PLC008485
Registered Office: A -1601, Thane One, DIL Complex, Ghodbunder Road, Majiwada, Thane (West) – 400 610, Maharashtra, India
Tel: +91-22-6798 0800/888 • Fax: +91-22-6798 0899 • Email: contact@dil.net • Website: www.dil.net

ATTENDANCE SLIP

(TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

Folio No. .... DP ID No ....

Client ID No. .... No. of Shares ....

NAME OF THE MEMBER(s)/PROXY HOLDER (IN BLOCK LETTERS)

....

....

I hereby record my presence at the Sixty-Seventh Annual General Meeting of the Company held at Thane One, DIL Complex, Ghodbunder Road, Majiwade, Thane (West) 400 610 on July 8, 2019 at 4.45 p.m.

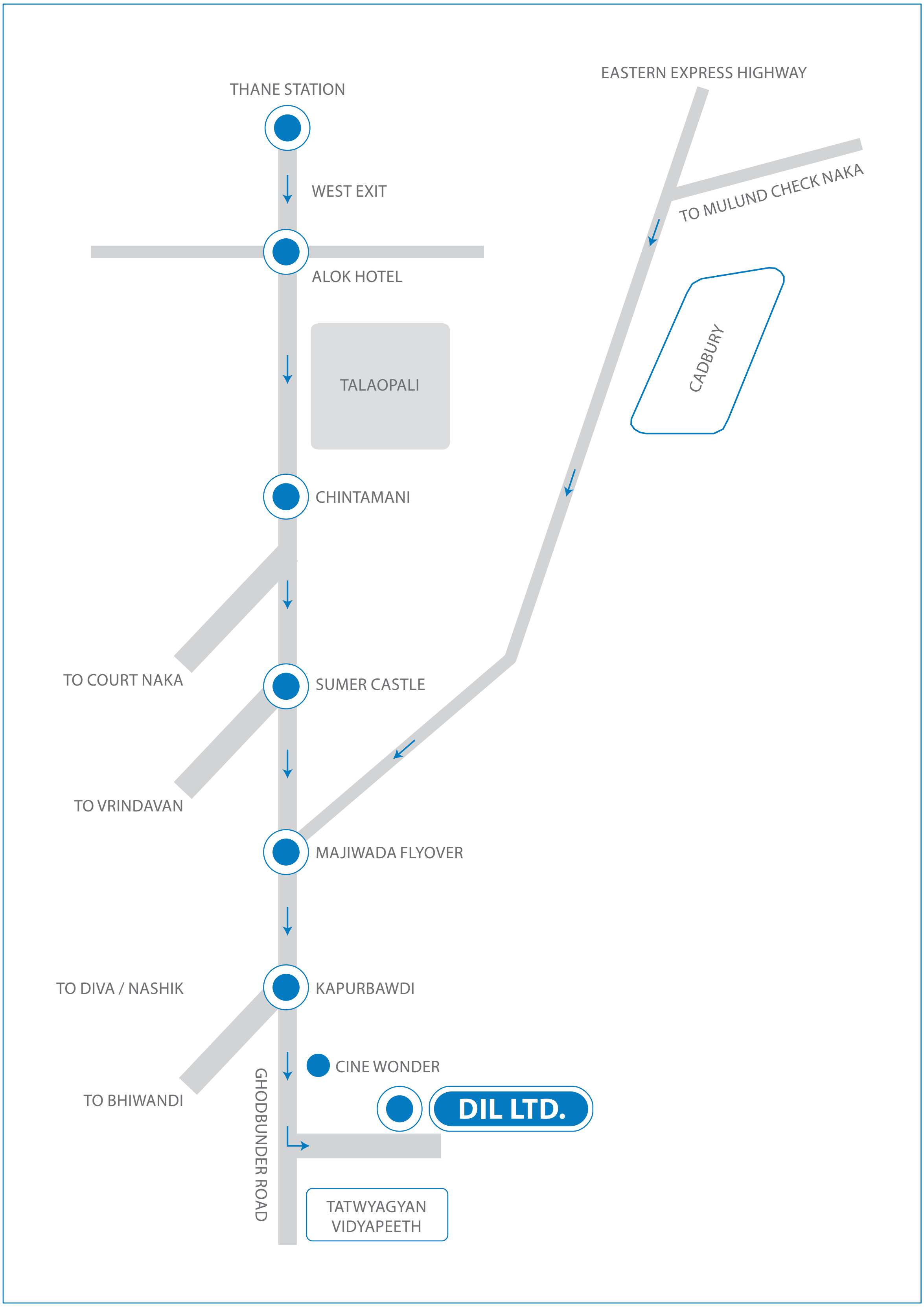
....
Member(s)/Proxy's Signature

Note:

(1) This meeting is of Members only. Members are requested not to bring along any person who is not a Member.

(2) Please carry this Attendance Slip with you and hand over the same at the entrance of place of meeting.

67TH AGM VENUE'S ROADMAP



DIL LIMITED

Corporate Identification Number (CIN): L99999MH1951PLC008485
Registered Office: A -1601, Thane One, DIL Complex, Ghodbunder Road, Majiwada, Thane (West) – 400 610, Maharashtra, India
Tel: +91-22-6798 0800/888 • Fax: +91-22-6798 0899 • Email: contact@dil.net • Website: www.dil.net

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member (s): ....

Registered address: ....

E-mail Id: ....

Folio No/ Client Id:.. DP ID: ....

I/We, being the Member(s) of .... shares of the above named Company, hereby appoint

1. Name: .... E-mail ID: ....

   Address: ....

   Signature: .... or failing him / her

2. Name: .... E-mail ID: ....

   Address: ....

   Signature: .... or failing him / her

3. Name: .... E-mail ID: ....

   Address: ....

   Signature: .... or failing him / her

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the Sixty Seventh Annual General Meeting of the Company, to be held on July 8, 2019 at 4.45 p.m. at Thane One, DIL Complex, Ghodbunder Road, Majiwade, Thane (W) – 400 610 and at any adjournment thereof in respect of such resolutions as are indicated herein:

Resolution No.	Description
1	To receive, consider and adopt: (a) the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, Reports of the Board of Directors and the Auditors thereon; and (b) the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 along with the Report of the Auditors thereon.
2	To declare dividend of Rs. 1.25 per equity share of Rs. 5 each for the financial year ended March 31, 2019.
3	To appoint a Director in place of Mr. Satish Varma, who retires by rotation and, being eligible, offers himself for re-appointment.
4	Re-appointment of Mr. Sanjay Buch, as an Independent Director of the Company for a period of five years effective from April 1, 2019
5	Re-appointment of Mr. Vinayak Hajare, as an Independent Director of the Company for a period of five years effective from April 1, 2019
6	Appointment of Dr. Gopakumar Nair, as an Independent Director of the Company for a period of five years effective from May 17, 2019

Affix
Revenue
Stamp

Signed this ____________ day of ____________ 2019

Signature of Member: ....

Place:

Signature of Proxy(s): ....

Note:

This form of Proxy, to be effective, should be deposited at the Registered Office of the Company at A -1601, Thane One, DIL Complex, Ghodbunder Road, Majiwade, Thane (W) – 400 610 not later than 48 hours before the commencement of the aforesaid meeting.

Corporate Information

CHAIRMAN EMERITUS
Mr. G. G Desai
(Ceded office w.e.f. March 31, 2019)

BOARD OF DIRECTORS
Mr. Sanjay Buch
Chairman and Independent Director

Mr. Vinayak Hajare
Independent Director

Ms. Rajeshwari Datla
Non-Executive Director

Mr. Satish Varma
Non-Executive Director

Mr. Krishna Datla
Managing Director

COMPANY SECRETARY
Mr. Srikant N. Sharma

CHIEF FINANCIAL OFFICER
Mr. Sumesh Gandhi

SOLICITORS
Crawford Bayley & Co.
Bharucha, Singh, Mundkur & Partners

AUDITORS
Deloitte Haskins & Sells LLP
Chartered Accountants

TAX AUDITORS
SCA & Associates
Chartered Accountants

INTERNAL AUDITORS
M. M. Nissim & Co.
Chartered Accountants

BANKERS
Standard Chartered Bank
The Hongkong and Shanghai Banking Corporation Limited
Bank of Baroda
Union Bank of India
Indusind Bank
Kotak Mahindra Bank

CORPORATE IDENTIFICATION NUMBER (CIN)
L99999MH1951PLC008485

INTERNATIONAL SECURITIES IDENTIFICATION NUMBER (ISIN):
INE225B01021

REGISTERED OFFICE
A -1601, Thane One, DIL Complex,
Ghodbunder Road, Majiwada,
Thane (West) – 400 610
Maharashtra, India.
Tel No : + 91 22 66230800
Fax No : + 91 22 6798 0899
E-mail : contact@dil.net

WEBSITES
www.dil.net
www.thaneone.com
www.fermentabiotech.com
www.vitamindguru.com
www.zelalife.com

REGISTRAR AND TRANSFER AGENTS
Link Intime India Private Limited
C 101, 247 Park,
L B S Marg, Vikhroli West,
Mumbai 400 083
Maharashtra, India
Tel No : +91 22 49186000
Fax No: +91 22 49186060
Email : rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in

WEBSITE
www.dil.net

dil LIMITED
www.dil.net